

The volume threshold adjustment is intended to ensure that, after rebates, total volume and contribution from PHI's overall business will continue to grow and thus is adjusted upward annually. *Id.* The adjustment factor is based on the incremental response rate for the incremental volume and the aggregate number of catalogs mailed annually to each new buyer. *Id.* The agreement also contains a volume commitment, equal to the volume threshold. If the amount of PHI's total volume from eligible Standard Mail Carrier Route Flats in the first year of the contract is less than the threshold, PHI must pay a \$100,000 penalty to the Postal Service. *Id.* at 9.

If PHI exceeds the quarterly volume threshold in any quarter, it will earn rebates on its qualifying Standard Mail Carrier Route Flats volume. The rebates for PHI's qualifying mail will be determined based on the volume increase above the quarterly volume threshold. *Id.* For volume increases up to 10 percent above the quarterly threshold, PHI will receive a 10 percent rebate from published prices for all qualifying mail. *Id.* For volume increases between 10.01 percent and 18 percent above the quarterly threshold, PHI will receive a 15 percent rebate from published prices for all qualifying mail. *Id.* For volume increases over 18 percent above the quarterly threshold, PHI will receive a 20 percent rebate from published prices for all qualifying mail. *Id.*

The Postal Service also describes several other elements of the agreement: (1) An acquisition clause, which accounts for the acquisition of another company or catalog title; (2) a divestiture clause, which accounts for decreased mailing activity due to the divestiture of a catalog title; (3) a termination clause, which allows either party to end the agreement with 30 days written notice to the other party, based on certain conditions, including a package volume commitment by PHI; (4) an option to renew clause, which allows the parties to renew the agreement for up to five additional years if specified criteria is met; and (5) an incentive programs clause, which allows PHI to participate in Postal Service incentive programs while preventing PHI from double-dipping on incentives. *Id.* at 9–10.

The Postal Service indicates that the contract will become effective July 1, 2014 or on a date agreed to by the parties. *Id.* at 1.<sup>4</sup> The agreement will

expire five years from the effective date. *Id.*, Attachments A and B.

*Similarly situated mailers.* With respect to potential similarly situated mailers, the Postal Service states that the design imperative, to generate additional contributions, and the basic structure of the agreement described in the Request, will guide the Postal Service in the negotiation of similar agreements as well as those that are substantially different. *Id.* at 10–11. It notes that in assessing the desirability of the agreement, the Postal Service believes that the defining characteristics of PHI are its size, its large but stagnant catalog mail volume history, and the availability of company mail and catalog data. *Id.* at 11. In offering a similar agreement to similarly situated customers, the Postal Service will look for these characteristics and for the customer to demonstrate that it has the resources and infrastructure to add significant incremental catalog volume. *Id.*

*Notice.* The Postal Service represents that it will inform customers of the new classification changes and associated price effects through a notice published in the **Federal Register**. *Id.* at 1.

## II. Notice of Filing

The Commission establishes Docket Nos. MC2014–21 and R2014–6 for consideration of the Request pertaining to the proposed new product and the related contract, respectively.

Interested persons may submit comments on whether the Postal Service's filing in the captioned dockets are consistent with the policies of 39 U.S.C. 3622 and 3642 as well as 39 CFR parts 3010 and 3020. Comments are due no later than March 27, 2014. Reply comments to initial comments are due no later than April 3, 2014. The filing can be accessed via the Commission's Web site (<http://www.prc.gov>).

The Commission appoints John P. Klingenberg to serve as Public Representative in these dockets.

## III. Ordering Paragraphs

*It is ordered:*

1. The Commission establishes Docket Nos. MC2014–21 and R2014–6 for consideration of the matters raised in each docket.

2. Pursuant to 39 U.S.C. 505, John P. Klingenberg is appointed to serve as officer of the Commission (Public Representative) to represent the interests of the general public in these proceedings.

3. Comments by interested persons in these proceedings are due no later than March 27, 2014.

4. Reply comments may be filed no later than April 3, 2014.

5. The Secretary shall arrange for publication of this order in the **Federal Register**.

By the Commission.

**Ruth Ann Abrams,**

*Acting Secretary.*

[FR Doc. 2014–05448 Filed 3–12–14; 8:45 am]

BILLING CODE 7710–FW–P

## SECURITIES AND EXCHANGE COMMISSION

### Proposed Collection; Comment Request

*Upon Written Request Copies Available*

From: Securities and Exchange Commission, Office of Investor Education and Advocacy, Washington, DC 20549–0213.

*Extension:*

Rule 433, OMB Control No. 3235–0617, SEC File No. 270–558.

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission (“Commission”) is soliciting comments on the collections of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget (“OMB”) for extension and approval.

Rule 433 (17 CFR 230.433) governs the use and filing of free writing prospectuses under the Securities Act of 1933 (15 U.S.C. 77a *et seq.*). The purpose of Rule 433 is to reduce the restrictions on communications that a company can make to investors during a registered offering of its securities, while maintaining a high level of investor protection. A free writing prospectus meeting the conditions of Rule 433(d)(1) must be filed with the Commission and is publicly available. We estimate that it takes approximately 1.3 burden hours per response to prepare a free writing prospectus and that the information is filed by 2,906 respondents approximately 1.25 times a year for a total of 3,633 responses. We estimate that 25% of the 1.3 burden hours per response (0.32 hours) is prepared by the company for total annual reporting burden of 1,163 hours (0.32 hours × 3,633 responses).

Written comments are invited on: (a) Whether this proposed collection of information is necessary for the performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate

<sup>4</sup> The agreement states the effective date “shall be the day after the Commission issues all necessary regulatory approval.” *Id.*, Attachment B at 12.

of the burden imposed by the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

Please direct your written comment to Thomas Bayer, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street NE., Washington, DC 20549 or send an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Dated: March 7, 2014.

**Kevin M. O'Neill,**

*Deputy Secretary.*

[FR Doc. 2014-05461 Filed 3-12-14; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

### Proposed Collection; Comment Request

Upon Written Request Copies Available  
From: Securities and Exchange Commission, Office of Investor Education and Advocacy, Washington, DC 20549-0213.

*Extension:*

Form CB; OMB Control No. 3235-0518, SEC File No. 270-457.

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of Management and Budget ("OMB") for extension and approval.

Form CB (17 CFR 239.800) is a Document filed in connection with a tender offer for a foreign private issuer. This form is used to report an issuer tender offer conducted in compliance with Exchange Act Rule 13e-4(h)(8) (17 CFR 240.13e-4(h)(8)) and a third-party tender offer conducted in compliance with Exchange Act Rule 14d-1(c) (17 CFR 240.14d-1(c)). Form CB takes approximately 0.5 hours per response to prepare and is filed by approximately

200 respondents annually. We estimate that 25% of the 0.5 hours per response (0.125 hours) is prepared by the respondent for an annual reporting burden of 25 hours (0.125 hours per response × 200 responses).

Written comments are invited on: (a) Whether this proposed collection of information is necessary for the performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden imposed by the collection of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB control number.

Please direct your written comment to Thomas Bayer, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street NE., Washington, DC 20549 or send an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Dated: March 7, 2014.

**Kevin M. O'Neill,**

*Deputy Secretary.*

[FR Doc. 2014-05462 Filed 3-12-14; 8:45 am]

**BILLING CODE 8011-01-P**

## SECURITIES AND EXCHANGE COMMISSION

### Proposed Collection; Comment Request

Upon Written Request Copies Available  
From: Securities and Exchange Commission, Office of Investor Education and Advocacy, Washington, DC 20549-0213.

*Extension:*

Rule 173, OMB Control No. 3235-0618, SEC File No. 270-557.

Notice is hereby given that, pursuant to the Paperwork Reduction Act of 1995 (44 U.S.C. 3501 *et seq.*), the Securities and Exchange Commission ("Commission") is soliciting comments on the collection of information summarized below. The Commission plans to submit this existing collection of information to the Office of

Management and Budget for extension and approval.

Securities Act Rule 173 (17 CFR 230.173) provides a notice of registration to investors who purchased securities in a registered offering under the Securities Act of 1933 (15 U.S.C. 77a *et seq.*). A Rule 173 notice must be provided by underwriter or dealer to each investor who purchased securities from the underwriter or dealer. The Rule 173 notice is not publicly available. We estimate that it takes approximately 0.01 hour per response to provide the information required under Rule 173 and that the information is filed by approximately 5,338 respondents approximately 43,546 times a year for a total of 232,448,548 responses. We estimate that the total annual reporting burden for Rule 173 is 2,324,485 hours (0.01 hours per response × 232,448,548 responses).

Written comments are invited on: (a) Whether this proposed collection of information is necessary for the performance of the functions of the agency, including whether the information will have practical utility; (b) the accuracy of the agency's estimate of the burden imposed by the collections of information; (c) ways to enhance the quality, utility, and clarity of the information collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. Consideration will be given to comments and suggestions submitted in writing within 60 days of this publication.

An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid control number.

Please direct your written comment to Thomas Bayer, Director/Chief Information Officer, Securities and Exchange Commission, c/o Remi Pavlik-Simon, 100 F Street NE., Washington, DC 20549 or send an email to: [PRA\\_Mailbox@sec.gov](mailto:PRA_Mailbox@sec.gov).

Dated: March 7, 2014.

**Kevin M. O'Neill,**

*Deputy Secretary.*

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