The Agenda for this meeting will include a review of short and long term projections of the world food supply. BIFAD will examine the assumptions upon which these projections are made. Also, the Board will consider possible political and economic impact on the United States of food insecurity in developing countries. BIFAD will present its views on these questions and advise on what the United States can do to improve global food security.

The meeting is open to the public. Any interested person may attend the meeting, may file written statements with the Committee before or after the meeting, or present any oral statements in accordance with procedures established by the Committee, to the extent that time available for the meeting permits.

Those wishing to attend the meeting should contact Dr. Shirley Pryor at Agency for International Development, Office of Agriculture and Food Security, SA–2, Room 401, Washington, DC 20523–-0214, telephone (202) 663–2545, fax (202) 663–2552 or internet[spryor@usaid.gov] with the following information necessary for entrance to the State Department: full name, organization, Social Security number and date of birth. You should enter the State Department at the C Street entrance.

Anyone wishing to obtain additional information about BIFAD should contact Mr. Tracy Atwood, the Designated Federal Officer for BIFAD at USAID. Write him in care of the Agency for International Development, Office of Agriculture and Food Security, SA–2, Room 401K, Washington, DC 20523–0214, telephone him at (202) 663–2536 or fax (202) 663–2552.

Tracy Atwood,

AID Designated Federal Officer, Chief, Food Policy Division, Office of Agriculture and Food Security, Economic Growth Center, Bureau for Global Programs.

[FR Doc. 96–9769 Filed 4–19–96; 8:45 am]

BILLING CODE 6116–01–M

DEPARTMENT OF JUSTICE

Antitrust Division

United States v. Georgia-Pacific Corporation; Proposed Final Judgment and Competitive Impact Statement

Notice is hereby given pursuant to the Antitrust Procedures and Penalties Act, 15 U.S.C. § 16 (b)–(h), that a proposed Final Judgment, Stipulation and Order, and Competitive Impact Statement have been filed with the United States District Court in Delaware, Civil No. 96–164, as to defendant, Georgia-Pacific Corporation (''Georgia-Pacific'').

On March 29, 1996, the United States filed a Complaint alleging that the proposed acquisition by Georgia-Pacific of the gysum business assets of Domtar, Inc. (''Domtar'') would violate Section 7 of the Clayton Act, 15 U.S.C. § 18. The proposed Final Judgment, filed the same time as the Complaint, requires Georgia-Pacific to divest its Buchanan, New York and Wilmington, Delaware gypsum board plants, along with certain tangible and intangible assets.

Public comment is invited within the statutory 60-day comment period. Such comments and responses thereto will be published in the Federal Register and filed with the Court. Comments should be directed to J. Robert Kramer, Chief, Litigation II Section, Antitrust Division, United States Department of Justice, 1401 H Street, N.W., Suite 3000, Washington, D.C. 20530 (telephone: 202/307–0924).

Copies of the Complaint, Stipulation and Order, Proposed Final Judgment, and Competitive Impact Statement are available for inspection in Room 207 of the U.S. Department of Justice, Antitrust Division, 325 7th Street, N.W., Washington, D.C. 20530, (telephone: 202/307–0924).

Copies of the Complaint, Stipulation and Order, Proposed Final Judgment, and Competitive Impact Statement are available for inspection in Room 207 of the U.S. Department of Justice, Antitrust Division, 325 7th Street, N.W., Washington, D.C. 20530, (202) 514–2841. Copies of these materials may be obtained upon request and payment of a copying fee.

Constance K. Robinson,

Director of Operations.

Stipulation

It is stipulated by and between the undersigned parties, by their respective attorneys, that:

1. The Court has jurisdiction over the subject matter of this action and over each of the parties hereto, and vence of this action is proper in the District of Delaware.

2. The parties consent that a Final Judgment in the form hereto attached may be filed and entered by the Court, upon the motion of any party or upon the Court's own motion, at any time after compliance with the requirements of the Antitrust Procedures and Penalties Act (15 U.S.C. § 16 (b)–(h)), and without further notice to any party or other proceedings, provided that plaintiff has not withdrawn its consent, which it may do at any time before the entry of the proposed Final Judgment by serving notice thereof on defendant and by filing that notice with the Court.

3. The parties shall abide by and comply with the provisions of the proposed Final Judgment pending entry of the Final Judgment, and from the date of the filing of this Stipulation, shall comply with all the terms and provisions of the Final Judgment as though they were in full force and effect as an order of the Court.

4. In the event plaintiff withdraws its consent, or if the proposed Final Judgment is not entered pursuant to this Stipulation, this Stipulation shall be of no effect whatever and the making of this Stipulation shall be without prejudice to any party in this or any other proceeding.

Dated: March 29, 1996.

For Plaintiff, United States:

Anne K. Bingaman,

Assistant Attorney General District of Columbia #369900.

Anthony V. Nanni,

Chief, Litigation I Section, State of New York (no bar number assigned).

Willie L. Hudgins,

Asst. Chief, Litigation II Section, State of Virginia #01547.

John Schmoll,

Attorney, State of Wisconsin #1013897, Antitrust Division, U.S. Department of Justice, 1401 H Street, NW, Suite 4000, Washington, DC 20530, (202) 307–5780.

Gregory M. Sleet,

US Attorney,

By: Richard G. Andrews,

AUSA, State of Delaware #2199, 1201 Market Street, Suite 1100, Wilmington, Delaware 19899, (302) 573–6277.

For Defendant, Georgia-Pacific Corp.

Donald L. Flexner,

Esquire, Crowell & Morning 1001 Pennsylvania Avenue, N.W. Washington, DC 20004–2595 (202) 624–2500.

Matthew B. Lehr,

Esquire, State of Delaware #2370, Morris, Nichols, Arsht & Tunnell, 1201 Market Street, Wilmington, Delaware 19801, (302) 575–7281.

Order

It is so ordered, this 29th of March, 1996.

United States District Judge

Final Judgment

Whereas, plaintiff, United States of America, having filed its Complaint herein on March 29, 1996, and plaintiff and defendant, by their respective attorneys, having consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law herein, and without this Final Judgment constituting any evidence against or an

admission by any party with respect to any issue of law or fact herein;

And whereas, defendant has agreed to be bound by the provisions of this Final Judgment pending its approval by the Court;

And whereas, the essence of this Final Judgment is prompt and certain divestiture of assets to assure that competition is not substantially lessened;

And whereas, plaintiff requires defendant to make certain divestitures for the purpose of establishing viable competition in the production and sale of gypsum board;

And whereas, defendant has represented to plaintiff that the divestitures ordered herein can and will be made and that defendant will later raise no claims of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained below;

Now, therefore, before the taking of any testimony, and without trial or adjudication of any issue of fact or law herein, and upon consent of the parties hereto, it is hereby ORDERED, adjudged, and decreed as follows:

I. Jurisdiction

This Court has jurisdiction over each of the parties hereto and the subject matter of this action. The Complaint states a claim which relief may be granted against defendant under Section 7 of the Clayton Act, as amended (15 U.S.C. § 18).

II. Definitions

As used in this Final Judgment:

A. ''Georgia-Pacific'' or ''defendant'' means defendant Georgia-Pacific Corporation, a Georgia corporation headquartered in Atlanta, Georgia, and includes its successors and assigns, and its subsidiaries, directors, officers, managers, agents, and employees acting for or on behalf of any of them.

B. ''The Northeast Region'' means the District of Columbia and the states of Maine, Vermont, New Hampshire, Rhode Island, Connecticut, Massachusetts, New York, New Jersey, Delaware, Pennsylvania, Maryland, and Virginia.

C. ''Gypsum Board Assets'' means: (1) all rights, titles and interests, including all fee and all leasehold and renewal rights, in Georgia-Pacific's Buchanan, New York gypsum board plant and related warehouses and docking facilities (the ''Buchanan Plant'') including, but not limited to, all real property, capital equipment, fixtures, inventories, contracts (including but not limited to customer contracts), customer lists, trucks and other vehicles, interests, assets or improvements related exclusively to the production, distribution and sale of gypsum board at the Buchanan Plant; and

(2) All rights, titles and interests, including all fee and all leasehold and renewal rights, in Georgia-Pacific's Wilmington, Delaware gypsum board plant and related warehouses and docking facilities (the ''Wilmington Plant'') including, but not limited to, all real property, capital equipment, fixtures, inventories, contracts (including but not limited to customer contracts), customer lists, trucks and other vehicles, interests, assets or improvements related exclusively to the production, distribution and sale of gypsum board at the Wilmington Plant.

D. ''Gypsum board'' means material that consists primarily of a solid, flat core of processed gypsum between two sheets of paper surfacing, and which is used principally for constructing or repairing interior walls and ceilings of commercial and residential buildings.

III. Applicability

A. The provisions of this Final Judgment apply to the defendant, its successors and assigns, subsidiaries, directors, officers, managers, agents, and employees, and all other persons in active concert or participation with any of them who shall have received actual notice of this Final Judgment by personal service or otherwise.

B. Defendant shall require, as a condition of the sale or other disposition of all or substantially all of the Gypsum Board Assets, that the purchaser or purchasers agree to be bound by the provisions of this Final Judgment.

IV. Divestitures

A. Georgia-Pacific is hereby ordered and directed in accordance with the terms of this Final Judgment, within one hundred and fifty (150) calendar days after the filing of this Final Judgment, to:

(i) Divest the Gypsum Board Assets to a purchaser or purchasers;

(ii) Enter into a perpetual, non-exclusive license (or licenses, as the case may be) with the purchaser or purchasers, transferable to any future purchaser of the Wilmington or Buchanan Plants, to use, in manufacturing gypsum board at such Plants, all intangible assets, wherever located, that have been used in the last six (6) months in the manufacture of gypsum board at such Plants, including but not limited to, trade secrets and know-how, but excluding patents for the DENS products, trademarks, trade names, service marks, and service names; and

(iii) At the option of the purchaser or purchasers, enter into a supply contract for gypsum rock (which may or may not include transportation) and/or gypsum linerboard paper sufficient to meet all or part of the capacity requirements of the Buchanan and Wilmington Plants over a period of up to ten (10) years; provided that the terms and conditions of any contractual arrangement meant to satisfy this provision must be related reasonably to market conditions for gypsum rock and/or gypsum linerboard paper.

B. Divestiture of Georgia-Pacific's leasehold interest, if any, in the Gypsum Board Assets shall be by transfer of the entire leasehold interest, which shall be for the entire remaining term of such leasehold, including any renewal rights.

C. Defendant agrees to use its best efforts to accomplish the divestitures as expeditiously and timely as possible. Plaintiff, in its sole discretion, may extend the time period for any divestiture for two additional periods of time not to exceed sixty (60) calendar days in toto.

D. In accompanying the divestitures ordered by this Final Judgment, defendant promptly shall make known, by usual and customary means, the availability of the Gypsum Board Assets and the licenses and supply contracts described in Section IV (A) of this Final Judgment (collectively, the ''Divestiture Package''). Defendant shall inform any person making an inquiry regarding a possible purchase that the sale is being made pursuant to this Final Judgment and provide such person with a copy of this Final Judgment. Defendant shall make known to any person making an inquiry regarding a possible purchase of the Divestiture Package that the assets described in Section II (C) and the licenses and supply contracts described in Section IV (A) of this Final Judgment are being offered for sale and that the Buchanan and Wilmington Plants and related assets may be purchased as a two-plant package or sold separately to two different purchasers. Defendant shall also offer to furnish to all bona fide prospective purchasers, subject to customary confidentiality assurances, all information regarding the Divestiture Package customarily provided in a due diligence process except such information subject to attorney-client privilege or attorney work-product privilege. Defendant shall make available such information to plaintiff at the same time that such information is made available to any other person.

E. Defendant shall not interfere with any negotiations by any purchaser or

purchasers to employ any Georgia-Pacific employee who works at, or whose principal responsibility is the manufacture, sale or marketing of gypsum board produced at Georgia-Pacific's Buchanan and Wilmington Plants.

F. Defendant shall permit prospective purchasers of the Divestiture Package to have access to personnel and to make such inspection of the Gypsum Board Assets, the intangible assets relating to the licenses described in Section IV (A) of this Final Judgment, and any and all financial, operational, or other documents and information customarily provided as part of a due diligence process.

G. Unless plaintiff otherwise consents in writing, the divestiture pursuant to Section IV (A), or by the trustee appointed pursuant to Section V of this Final Judgment, shall include the Divestiture Package and be accomplished by selling or otherwise conveying the assets described in Section II (C) and by entering into the licenses and supply contracts described in Section IV (A) of this Final Judgment, to one or two purchasers, in such a way as to satisfy plaintiff, in its sole discretion, that the Divestiture Package can and will be used by the purchaser or purchasers as part of a viable, ongoing business or businesses engaged in the manufacture and sale of gypsum board. The divestiture, whether pursuant to Section IV or Section V of this Final Judgment, shall be made to a purchaser or purchasers for whom it is demonstrated to plaintiff's sole satisfaction that: (1) The purchaser or purchasers have the capability and intent of competing effectively in the manufacture and sale of gypsum board in the Northeast Region; (2) the purchaser or purchasers have or soon will have the managerial, operational, and financial capability to compete effectively in the manufacture and sale of gypsum board in the Northeast Region; and (3) none of the terms of any agreement between the purchaser or purchasers and defendant give defendant the ability unreasonably to raise the purchaser's or purchasers' costs, to lower the purchaser's or purchasers' efficiency, or otherwise to interfere in the ability of the purchaser or purchasers to compete effectively in the Northeast Region.

V. Appointment of Trustee

A. In the event that Georgia-Pacific has not divested the Divestiture Package within the time specified in Sections IV (A) or (C) of this Final Judgment, the Court shall appoint, on application of the United States, a trustee selected by the United States to effect the divestiture of the Divestiture Package.

B. After the appointment of a trustee becomes effective, only the trustee shall have the right to sell the Gypsum Board Assets and enter into the licenses and supply contracts described in Section IV (A) of this Final Judgment. The trustee shall have the power and authority to accomplish the divestiture at the best price then obtainable upon a reasonable effort by the trustee, subject to the provisions of Sections V and VI of this Final Judgment, and shall have such other powers as the Court shall deem appropriate. Subject to Section V (C) of this Final Judgement, the trustee shall have the power and authority to hire at the cost and expense of defendant any investment bankers, attorneys, or other agents reasonably necessary in the judgment of the trustee to assist in the divestiture, and such professionals and agents shall be accountable solely to the trustee. The trustee shall have the power and authority to accomplish the divestiture at the earliest possible time to a purchaser or purchasers acceptable to plaintiff, and shall have such other powers as this Court shall deem appropriate. Defendant shall not object to a sale by the trustee on any grounds other than the trustee's malfeasance. Any such objections by defendant must be conveyed in writing to plaintiff and the trustee within ten (10) calendar days after the trustee has provided the notice required under Section VI of this Final Judgment.

C. The trustee shall serve at the cost and expense of defendant, on such terms and conditions as the Court may prescribe, and shall account for all monies derived from the sale of the assets sold by the trustee and all costs and expenses so incurred. After approval by the Court of the trustee's accounting, including fees for its services and those of any professionals and agents retained by the trustee, all remaining money shall be paid to Georgia-Pacific and the trust shall then be terminated. The compensation of such trustee and of any professionals and agents retained by the trustee shall be reasonable in light of the value of the Divestiture Package and based on a fee arrangement providing the trustee with an incentive based on the price and terms of the divestiture and the speed with which it is accomplished.

D. Defendant shall use its best efforts to assist the trustee in accomplishing the required divestiture. The trustee and any consultants, accountants, attorneys, and other persons retained by the trustee shall have full and complete access to the personnel, books, records, and facilities of defendant, and defendant shall develop financial or other information relevant to such assets as the trustee may reasonably request, subject to reasonable protection for trade secret or other confidential research, development, or commercial information. Defendant shall take no action to interfere with or to impede the trustee's accomplishment of the divestiture.

E. After its appointment, the trustee shall file monthly reports with the parties and the Court setting forth the trustee's efforts to accomplish the divestiture order under this Final Judgment. If the trustee has not accomplished such divestiture within six (6) months after its appointment, the trustee thereupon shall file promptly with the Court a report setting forth (1) the trustee's efforts to accomplish the required divestiture, (2) the reasons, in the trustee's judgment, why the required divestiture has not been accomplished, and (3) the trustee's recommendations; provided, however, that to the extent such reports contain information that the trustee deems confidential, such reports shall not be filed in the public docket of the Court. The trustee shall at the same time furnish such report to the parties, who shall each have the right to be heard and to make additional recommendations consistent with the purpose of the trust. The Court shall enter thereafter such orders as it shall deem appropriate in order to carry out the purpose of the trust, which may, if necessary, include extending the trust and the term of the trustee's appointment by a period requested by the United States.

VI. Notification

Within two (2) business days following execution of a definitive agreement, contingent upon compliance with the terms of this Final Judgment, to effect, in whole or in part, any proposed divestiture pursuant to Sections IV or V of this Final Judgment, Georgia-Pacific or the trustee, whichever is then responsible for effecting the divestiture, shall notify plaintiff of the proposed divestiture. If the trustee is responsible, it shall similarly notify defendant. The notice shall set forth the details of the proposed transaction and list the name, address, and telephone number of each person not previously identified who offered to, or expressed an interest in or a desire to, acquire any ownership interest in the assets that are the subject of the binding contract, together with full details of same. Within fifteen (15) calendar days of receipt by plaintiff of such notice, plaintiff may request from defendant, the proposed purchaser or purchasers,

or any other third party additional information concerning the proposed divestiture and the proposed purchaser or purchasers. Defendant and the trustee shall furnish any additional information requested within fifteen (15) calendar days of the receipt of the request, unless the parties shall otherwise agree. Within thirty (30) calendar days after receipt of the notice or within twenty (20) calendar days after plaintiff has been provided the additional information requested from defendant, the proposed purchaser or purchasers, and any third party, whichever is later, plaintiff shall provide written notice to defendant and the trustee, if there is one, stating whether or not it objects to the proposed divestiture. If plaintiff provides written notice to defendant and the trustee that it does not object, then the divestiture may be consummated, subject only to defendant's limited right to object to the sale under Section V (B) of this Final Judgment. Absent written notice that plaintiff does not object to the proposed purchaser or upon objection by plaintiff, a divestiture proposed under Section IV shall not be consummated. Upon objection by plaintiff, or by defendant under the proviso in Section V (B), a divestiture proposed under Section V shall not be consummated unless approved by the Court.

VII. Affidavits

A. Within twenty (20) calendar days of the filing of this Final Judgment and every thirty (30) calendar days thereafter until the divestitures have been completed whether pursuant to Section IV or Section V of this Final Judgment, Georgia-Pacific shall deliver to plaintiff an affidavit as to the fact and manner of compliance with Sections IV or V of this Final Judgment. Each such affidavit shall include, inter alia, the name, address, and telephone number of each person who, at any time after the period covered by the last such report, made an offer to acquire, expressed an interest in acquiring, entering into negotiations to acquire, or was contacted or made an inquiry about acquiring, any interest in the Divestiture Package, and shall describe in detail each contact with any such person during that period. Each such affidavit shall further describe in detail any negotiations, including negotiations concerning the terms, conditions and price, between a purchaser or purchasers of the Gypsum Board Assets and Georgia-Pacific for the license(s) and supply contract(s) for gypsum rock and/or gypsum linerboard paper described in Section IV (A) of this Final Judgment.

B. Within twenty (20) calendar days of the filing of this Final Judgment, Georgia-Pacific shall deliver to plaintiff an affidavit which describes in detail all actions Georgia-Pacific has taken and all steps Georgia-Pacific has implemented on an on-going basis to preserve the Gypsum Board Assets pursuant to Section IX of this Final Judgment and describes the functions, duties and actions taken by or undertaken at the supervision of the individual(s) described at Section IX (F) of this Final Judgment with respect to Georgia-Pacific's efforts to preserve the Gypsum Board Assets. The affidavit also shall describe, but not be limited to, Georgia-Pacific's efforts to maintain and operate the Gypsum Board Assets as an active competitor, maintain the management, sales, marketing and pricing of the Gypsum Board Assets apart from Georgia-Pacific's gypsum business, maintain and increase sales of gypsum board producted at the Buchanan and Wilmington Plants, and maintain the Gypsum Board Assets in operable condition at current or greater capacity configurations. Georgia-Pacific shall deliver to plaintiff an affidavit describing any changes to the efforts and actions outlined in Georgia-Pacific's earlier affidavit(s) filed pursuant to this Section within fifteen (15) calendar days after the change is implemented.

C. Defendant shall preserve all records of all efforts made to preserve and divest the Divestiture Package.

VIII. Financing

With prior written consent of the plaintiff, defendant may finance all or any part of any purchase made pursuant to Sections IV or V of this Final Judgment.

IX. Preservation of Assets

Until the divestitures required by the Final Judgment have been accomplished:

A. Defendant shall take all steps necessary to ensure that the Gypsum Board Assets will be maintained and operated as an independent, ongoing, economically viable and active competitor in the manufacture and sale of gypsum board in the Northeast Region; and that, except as necessary to comply with Section IX (B) of this Final Judgment, the management of the Gypsum Board Assets will not be influenced by Georgia-Pacific and the books, records, and competitively sensitive sales, marketing and pricing information associated with the Gypsum Board Assets will be kept separate and apart from Georgia-Pacific's other gypsum board business.

B. Defendant shall use all reasonable efforts to maintain and increase sales of gypsum board produced at its Buchanan and Wilmington Plants, and defendant shall maintain at 1995 or previously approved levels, whichever are higher, promotional, advertising, sales, marketing and merchandising support for gypsum board sold from the Buchanan and Wilmington Plants. Georgia-Pacific's sales and marketing employees responsible for sales of gypsum board from the Buchanan and Wilmington Plants shall not be transferred or reassigned to other plants of defendant.

C. Defendant shall take all steps necessary to ensure that the Gypsum Board Assets are fully maintained in operable condition at no lower than their current rated capacity configurations, and shall maintain and adhere to normal maintenance schedules for the Gypsum Board Assets.

D. Defendant shall not, except as part of a divestiture approved by plaintiff, remove, sell or transfer any of the Gypsum Board Assets, including all intangible assets that relate to the licenses described in Section IV (A) of this Final Judgment, other than gypsum board and related products sold in the ordinary course of business.

E. Defendant shall take no action that would jeopardize the divestiture of the Divestiture Package.

F. Defendant shall appoint a person or persons to oversee the Gypsum Board Assets, and who will be responsible for defendant's compliance with Section IX of this Final Judgment.

X. Compliance Inspection

Only for the purposes of determining or securing compliance with the Final Judgment and subject to any legally recognized privilege, from time to time:

A. Duly authorized representatives of the United States Department of Justice, upon written request of the Attorney General or of the Assistant Attorney General in charge of the Antitrust Division, and on reasonable notice to defendant made to its principal offices, shall be permitted:

(1) Access during office hours of defendant to inspect and copy all books, ledgers, accounts, correspondence, memoranda, and other records and documents in the possession or under the control of defendant, who may have counsel present, relating to enforcement of this Final Judgment; and

(2) Subject to the reasonable convenience of defendant and without restraint or interference from it, to interview its officers, employees, and agents, who may have counsel present, regarding any such matters.

B. Upon the written request of the Attorney General or of the Assistant Attorney General in charge of the

Antitrust Division, made to defendant's principal offices, defendant shall submit such written reports, under oath if requested, with respect to enforcement of this Final Judgment.

C. No information or documents obtained by the means provided in Section X of this Final Judgment shall be divulged by a representative of plaintiff to any person other than a duly authorized representative of the Executive Branch of the United States, except in the course of legal proceedings to which the United States is a party (including grand jury proceedings), or for the purpose of securing compliance with this Final Judgment, or as otherwise required by law.

D. If at the time information or documents are furnished by defendant to plaintiff, defendant represents and identifies in writing the material in any such information or documents to which a claim of protection may be asserted under Rule 26(b)(7) of the Federal Rules of Civil Procedure, and defendant marks each pertinent page of such material, ''Subject to claim of protection under Rule 26(c)(7) of the Federal Rules of Civil Procedure,'' then ten (10) calendar days notice shall be given by plaintiff to defendant prior to divulging such material in any legal proceeding (other than a grand jury proceeding).

XI. Retention of Jurisdiction

Jurisdiction is retained by this Court for the purpose of enabling any of the parties to this Final Judgment to apply to this Court at any time for such further orders and directions as may be necessary or appropriate for the construction or carrying out of this Final Judgment, for modification of any of the provisions hereof, for the enforcement of compliance herewith, and for the punishment of any violation hereof.

XII. Termination

Unless this Court grants an extension, this Final Judgment will expire on the tenth anniversary of the date of its entry.

XIII. Public Interest

Entry of this Final Judgment is in the public interest.

Dated: _____

_____

United States District Judge

Competitive Impact Statement

The United States, pursuant to Section 2(b) of the Antitrust Procedures and Penalties Act (''APPA''), 15 U.S.C. § 16 (b)–(h), files this Competitive Impact Statement relating to the proposed Final Judgment submitted for entry in this civil antitrust proceeding.

I.

Nature and Purpose of the Proceeding

On March 29, 1996, the United States filed a civil antitrust Complaint,) which alleges that Georgia-Pacific Corporation's (''Georgia-Pacific'') proposed acquisition of the gypsum business of Domtar Inc. (''Domtar'') would violate Section 7 of the Clayton Act, 15 U.S.C. § 18. The Complaint alleges that the combination of the third and fourth largest gypsum board sellers in the Northeast Region would lessen competition substantially in the production and sale of gypsum board in the Northeast Region. As defined in the Complaint, the Northeast Region encompasses Washington, D.C. and the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, and Virginia. The prayer for relief in the Complaint seeks: (1) a judgment that the proposed acquisition would violate Section 7 of the Clayton Act; and (2) a permanent injunction preventing Georgia-Pacific from acquiring control of Domtar's gypsum business, or otherwise combining such business with Georgia-Pacific's own business in the United States.

When the Complaint was filed, the United States also filed a proposed settlement that would permit Georgia-Pacific to complete its acquisition of Domtar's gypsum business, but require certain divestitures that will preserve competition in the Northeast Region. This settlement consists of a Stipulation and Order and a proposed Final Judgment.

The proposed Final Judgment orders Georgia-Pacific to divest to one or more purchases its Buchanan, New York and Wilmington, Delaware gypsum board plants, and certain related tangible and intangible assets. Georgia-Pacific must complete the divestiture of these plants and related assets within one hundred and fifty (150) calendar days after the date on which the proposed Final Judgment was filed (i.e., March 29, 1996), in accordance with the procedures specified therein.

The Stipulation and Order and proposed Final Judgment require Georgia-Pacific to ensure that, until the divestitures mandated by the proposed Final Judgment have been accomplished, the two gypsum board plants and related assets to be divested will be maintained and operated as an independent, ongoing, economically viable and active competitor. Georgia-Pacific must preserve and maintain the gypsum board plants to be divested as saleable and economically viable, ongoing concerns, with competitively sensitive business information and decision-making divorced from that of Georgia-Pacific's gypsum board business. Thus, subject to Georgia-Pacific's obligation to preserve the assets to be divested, the two plants will be operated independent of, and in competition with, Georgia-Pacific, pending divestiture. Georgia-Pacific will appoint a person or persons to monitor and ensure its compliance with these requirements of the proposed Final Judgment.

The United States and Georgia-Pacific have stipulated that the proposed Final Judgment may be entered after compliance with the APPA. Entry of the proposed Final Judgment would terminate this action, except that the Court would retain jurisdiction to construe, modify, or enforce the provisions of the proposed Final Judgment and to punish violations thereof.

II.

Description of the Events Giving Rise to the Alleged Violation

A. Georgia-Pacific, Domtar and the Proposed Transaction

Georgia-Pacific, based in Atlanta, Georgia, is a diversified producer of building products and pulp and paper, with net sales of over $12 billion for its 1994 fiscal year. Operating ten gypsum board plants in the United States, Georgia-Pacific is the nation's third largest gypsum products manufacturer, with an annual capacity to produce approximately 3.1 billion square feet of gypsum board. In 1995, Georgia-Pacific's United States gypsum board sales totaled about $251 million.

Domtar, Inc., a Canadian corporation headquartered in Montreal, Canada, operates its gypsum business in the United States through its wholly owned subsidiaries, Domtar gypsum, Inc., and Domtar Industries, Inc., with offices in Ann Arbor, Michigan. The fourth largest producer and seller of gypsum board in the United States, Domtar has the annual capacity to produce about four billion square feet of gypsum board in North America. In 1995, Domtar's United States gypsum board sales totaled about $221 million.

On November 8, 1995, Georgia-Pacific agreed to acquire certain stock and all the gypsum manufacturing operations of Domtar and its subsidiaries in a cash transaction valued at $350 million. For $280 million, Georgia-Pacific will acquire Domtar's nine U.S. gypsum board plants, one gypsum linerboard paper mill, and two plants producing gypsum joint treatment. Georgia-Pacific

also proposes to acquire for $70 million Domtar's forty-nine percent interest in a gypsum quarry in Mexico, four Canadian gypsum board plants, one Canadian gypsum plaster plant, one Canadian gypsum joint treatment plant and a Canadian gypsum products warehouse. This transaction, which would take place in a concentrated oligopolistic industry, precipitated the government's suit.

B. The Transaction's Effects in the Northeast Region

The Complaint alleges that the manufacture of gypsum board constitutes a line of commerce, or relevant product market, for antitrust purposes, and that the Northeast Region constitutes a section of the country, or relevant geographic market. The Complaint alleges the effect of Georgia-Pacific's acquisition may be to lessen competition substantially in the manufacture and sale of gypsum board in the Northeast Region.

Gypsum board consists of processed gypsum rock sandwiched between sheets of liner board paper. Sometimes called drywall, wallboard or sheetrock, gypsum board is used to construct and repair interior walls and ceilings in residential and commercial buildings. No good economic functional substitutes exist for gypsum board.

Gypsum board customers in the Northeast Region have been served almost exclusively by gypsum board manufacturing plants located in the Region. Gypsum board is a bulky, fragile and heavy product and is cumbersome and expensive to ship long distances. It is generally sold on a delivered price basis, and freight is an important cost component. As a result, competition is regional, with producers selling the majority of gypsum board to buyers within a 500 mile radius of the producing plant. Domtar services the Northeast Region from its Newington, New Hampshire and Camden, New Jersey gypsum board plants, and Georgia-Pacific serves the Region from its Buchanan, New York and Wilmington, Delaware plants.

The Complaint alleges that Georgia-Pacific's acquisition of Domtar would increase the likelihood of coordinated pricing activity among gypsum board in manufacturers serving the Northeast Region and will increase the likelihood of anticompetitive price increases for consumers there. The acquisition would increase concentration significantly in the already highly concentrated, difficult-to-enter Northeast Region. If the proposed acquisition were to proceed, Georgia-pacific and the two largest producers in the Northeast Region, United States Gypsum Co. and National Gypsum Co., each with approximately 30 percent of the market, would control collectively about 90 percent of the gypsum board sales in the Northeast Region. Using the Herfindahl-Hirschman Index (''HHI'') as a measure of market concentration (HHI is defined and explained in Appendix A to the Complaint), the acquisition increases the HHI by over 400 points to over a 2700 post-merger level in the Northeast Region.

The structure of the gypsum board industry is fertile grounds for anticompetitive coordination. For example, gypsum board is a homogeneous product, and price is an important dimension of competition. Capacity, production and pricing information is widely available and price changes are normally announced well in advance of implementation. In addition, at least once every generation this century, civil or criminal actions have exposed successful price-fixing agreements among the dominant gypsum board manufacturers. *See United States* v. *Gypsum Industries Association, et al.*, E25–215 (S.D.N.Y. 1922); *United States* v. *United States Gypsum Co.*, 333 U.S. 364 (1948); *Wall Products Co.* v. *National Gypsum Co.*, 326 F. Supp. 295 (N.D. Cal. 1971); *United States* v. *United States Gypsum Co., et al.*, 600 F.2d 414 (3rd Cir. 1979).

New entry in the Northeast Region is unlikely to restore the competition lost through Georgia-Pacific's removal of Domtar from the marketplace. De novo entry into gypsum board manufacturing requires a significant capital investment and likely would take over two years before the gypsum board plant comes on-line.

Furthermore, manufacturers with gypsum board plants outside the Northeastern United States are unlikely to offer significant competition in the Northeast Region. With their capacity largely devoted to servicing the needs of customers concentrated around their plants, which are far from the Northeast, manufacturers outside the Northeast Region have neither the ability nor the incentive to ship sufficient quantities of gypsum board to defeat a small but significant nontransitory price increase in the Northeast Region. Collectively, the outside manufacturers represent less than six percent of the footage of gypsum board sold in the Northeast Region in 1995. Historically, whether in times of strong or weak demand, manufacturers located outside the Northeast have not had anything more than a small share of the sales in there.

D. Harm to Competition as a Consequence of the Acquisition

The Complaint alleges that the transaction would have the following effects, among others: competition generally in the Northeast Region will be lessened substantially; actual and potential competition between Georgia-Pacific and Domtar in the Northeast Region will be eliminated; and prices for gypsum board in the Northeast Region are likely to increase above competitive levels.

III

Explanation of the Proposed Final Judgment

The proposed Final Judgment would preserve competition in the production and sale of gypsum board in the Northeast Region by placing in independent hands the two gypsum board plants used by Georgia-Pacific to serve the Northeast Region prior to this acquisition. Within one hundred and fifty (150) calendar days after filing the proposed Final Judgment, Georgia-Pacific must divest its Wilmington, Delaware and Buchanan, New York gypsum board plants and related assets. Georgia-Pacific shall enter into a supply contract for gypsum rock and/or gypsum liner board paper which at the option of the purchaser(s) may be up to 10 years and sufficient to meet all or part of the Buchanan and Wilmington plants' requirements at terms reasonably related to market conditions. The plants and related assets will be sold to one or more purchasers who demonstrate to the sole satisfaction of the United States that they will be an economically viable and effective competitor, capable of maintaining or surpassing Georgia-Pacific's pre-acquisition market performance in the sale of gypsum board in the Northeast Region.

Until the ordered divestitures take place, Georgia-Pacific must take all reasonable steps necessary to accomplish the divestitures, and cooperate with any prospective purchaser. If Georgia-Pacific does not accomplish the ordered divestitures within the specific one hundred and fifty (150) calendar days, which may be extended by up to sixty (60) calendar days by the United States, the proposed Final Judgment provides for procedures by which the Court shall appoint a trustee to complete the divestitures. Georgia-Pacific must cooperate fully with the trustee.

If a trustee is appointed, the proposed Final Judgment provides that Georgia-Pacific will pay all costs and expenses of the trustee. The trustee's compensation will be structured so as to

provide an incentive for the trustee to obtain the highest price for the assets to be divested, and to accomplish the divestiture as quickly as possible. After the effective date of his or her appointment, the trustee shall serve under such other conditions as the Court may prescribe. After his or her appointment becomes effective, the trustee will file monthly reports with the parties and the Court, setting forth the trustee's efforts to accomplish the divestiture. At the end of six (6) months, if the divestiture has not been accomplished, the trustee shall file promptly with the Court a report which sets forth the trustee's efforts to accomplish the divestiture, explains why the divestiture has not been accomplished, and makes any recommendations. The trustee's report will be furnished to the parties and shall be filed in the public docket, except to the extent the report contains information the trustee deems confidential. The parties each will have the right to make additional recommendations to the Court. The Court shall enter such orders as it deems appropriate to carry out the purpose of the trust.

IV

Remedies Available to Potential Private Litigants

Section 4 of the Clayton Act (15 U.S.C. § 15) provides that any person who has been injured as a result of conduct prohibited by the antitrust laws may bring suit in federal court to recover three times the damages the person has suffered, as well as costs and reasonable attorney's fees. Entry of the proposed Final Judgment neither will impair nor assist the bringing of any private antitrust damage action. Under the provisions of Section 5(a) of the Clayton Act (15 U.S.C. § 16(a)), the proposed Final Judgment has no *prima facie* effect in any subsequent private lawsuit that may be brought against Georgia-Pacific or Domtar.

V

Procedures Available for Modification of the Proposed Final Judgment

The United States and Georgia-Pacific have stipulated that the proposed Final Judgment may be entered by the Court after compliance with the provisions of the APPA, provided that the United States has not withdrawn its consent. The APPA conditions entry upon the Court's determination that the proposed Final Judgment is in the public interest.

The APPA provides a period of at least sixty (60) days preceding the effective date of the proposed Final Judgment within which any person may submit to the United States written comments regarding the proposed Final Judgment. Any person should comment within sixty (60) days of the date of publication of this Competitive Impact Statement in the Federal Register. The United States will evaluate and respond to the comments. All comments will be given due consideration by the Department of Justice, which remains free to withdraw its consent to the proposed Final Judgment at any time prior to entry. The comments and the response of the United States will be filed with the Court and published in the Federal Register.

Written comments should be submitted to: J. Robert Kramer, Chief, Litigation II Section, Antitrust Division, United States Department of Justice, 1401 H Street, N.W., Suite 3000, Washington, D.C. 20530.

The proposed Final Judgment provides that the Court retains jurisdiction over this action, and the parties may apply to the Court for any order necessary or appropriate for the modification, interpretation, or enforcement of the Final Judgment.

VI

Alternatives to the Proposed Final Judgment

The United States considered, as an alternative to the proposed Final Judgment, a full trial on the merits of its Complaint against Georgia-Pacific. The United States is satisfied, however, that the divestiture of the assets and other relief contained in the production and sale of gypsum board that otherwise would be affected adversely by the acquisition. Thus, the proposed Final Judgment would achieve the relief the government would have obtained through litigation, but avoids the time, expense and uncertainty of a full trial on the merits of the government's Complaint.

VII

Standard of Review Under the APPA for proposed Final Judgment

The APPA requires that proposed consent judgments in antitrust cases brought by the United States be subject to a sixty (60) day comment period, after which the court shall determine whether entry of the proposed Final Judgment ''is in the public interest.'' In making that determination, the court *may* consider—

> (1) the competitive impact of such judgment, including termination of alleged violations, provisions for enforcement and modification, duration or relief sought, anticipated effects of alternative remedies actually considered, and any other considerations bearing upon the adequacy of such judgment;
>
> (2) the impact of entry of such judgment upon the public generally and individuals alleging specific injury from the violations set forth in the complaint including consideration of the public benefit, if any, to be derived from a determination of the issues at trial.

15 U.S.C. § 16(e) (emphasis added). As the Court of Appeals for the District of Columbia Circuit recently held, the APPA permits a court to consider, among other things, the relationship between the remedy secured and the specific allegations set forth in the government's complaint, whether the decree is sufficiently clear, whether enforcement mechanisms are sufficient, and whether the decree may positively harm third parties. *See United States* v. *Microsoft*, 1995–1 Trade Cas. (CCH) ¶ 71,027, at 74,822 (D.C. Cir. 1995).

In conducting this inquiry, ''the Court is nowhere compelled to go to trial or to engage in extended proceedings which might have the effect of vitiating the benefits of prompt and less costly settlement through the consent decree process.'' 119 Cong. Rec. 24598 (1973). Rather,

> absent a showing of corrupt failure of the government to discharge its duty, the Court, in making its public interest finding, should * * * carefully consider the explanations of the government in the competitive impact statement and its responses to comments in order to determine whether those explanations are reasonable under the circumstances.

United States v. *Mid-America Dairymen, Inc.*, 1977–1 Trade cas. (CCH) ¶ 61,508, at 71,980 (W.D. Mo. 1977).

Accordingly, with respect to the adequacy of the relief secured by the decree, a court may not ''engage in an unrestricted evaluation of what relief would best serve the public.'' *United States* v. *BNS, Inc.*, 858 F.2d 456, 462 (9th Cir. 1988), *quoting United States* v. *Bechtel Corp.*, 648 F.2d 660, 666 (9th Cir.), *cert. denied*, 454 U.S. 1083 (1981); *see also Microsoft*, 1995–1 Trade Cas. at 74,829–74,833. Precedent requires that:

> the balancing of competing social and political interests affected by a proposed antitrust consent decree must be left, in the first instance, to the discretion of the Attorney General. The court's role in protecting the public interest is one of insuring that the government has not breached its duty to the public in consenting to the decree. The court is required to determine not whether a particular decree is the one that will best serve society, but whether the settlement is *''within the reaches of the public interest.''* More elaborate requirements might undermine the effectiveness of antitrust enforcement by consent decree.

United States v. *Bechtel*, 648 F.2d at 666 (citation omitted) (emphasis added).

The proposed Final Judgment, therefore, should not be reviewed under a standard of whether it is certain to eliminate every anticompetitive effect of a particular practice or whether it mandates certainty of free competition in the future. Court approval of a final judgment requires a standard more flexible and less strict than the standard required for a finding of liability. ''[A] proposed decree must be approved even if it falls short of the remedy the court would impose on its own, as long as it falls within the range of acceptability or is 'within the reaches of public interest.' '' (citations omitted). *United States* v. *American Tel. and Tel. Co.*, 552 F. Supp. 131, 150 (D.D.C. 1982), *aff'd sub nom., Maryland* v. *United States*, 460 U.S. 1001 (1983).

VIII

Determinative Documents

There are no determinative materials or documents within the meaning of the APA that were considered by the United States in formulating the proposed Final Judgment.

Respectfully submitted,

Executed on: April ____, 1996.

John Schmoll,

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BILLING CODE 4410–01–M

Notice Pursuant to the National Cooperative Research and Production Act of 1993; Michigan Materials and Processing Institute

Notice is hereby given that, on March 13, 1996, pursuant to Section 6(a) of the National Cooperative Research and Production Act of 1993, 15 U.S.C. § 4301 *et seq.* (''the Act''), the Michigan Materials and Processing Institute (''MMPI'') filed written notifications simultaneously with the Attorney General and the Federal Trade Commission disclosing changes in its organization. The notifications were filed for the purpose of extending the Act's provisions limiting the recovery of antitrust plaintiffs to actual damages under specified circumstances. The following companies were recently accepted as a Class A Shareholders in MMPI: American Commodities, Inc., Flint, MI; Automotive Composites Consortium, Dearborn, Auburn Hills, and Warren, MI; B&P Process Equipment and Systems, L.L.C., Saginaw, MI; Raybestos Products Company, Crawfordsville, IN; RheTech, Inc., Whitmore Lake, MI; and Dow Chemical Company, Midland, MI. Owens-Corning Fiberglas Corporation is no longer a shareholder in MMPI.

No other changes have been made in either the membership or the planned activity of the group research project. Membership in this group research project remains open, and MMPI intends to file additional written notification disclosing all changes in membership.

On August 7, 1990, MMPI filed its original notification pursuant to Section 6(a) of the Act. The Department of Justice published a notice in the Federal Register pursuant to Section 6(b) of the Act of September 6, 1990, 55 FR 36710. The last notification was filed with the Department on August 1, 1995, and is unpublished.

Constance K. Robinson,

Director of Operations, Antitrust Division.

[FR Doc. 96–9766 Filed 4–19–96; 8:45 am]

BILLING CODE 4410–01–M

Notice Pursuant to the National Cooperative Research and Production Act of 1993; Semiconductor Research Corporation

Notice is hereby given that, on March 25, 1996, pursuant to Section 6(a) of the National Cooperative Research and Production Act of 1993, 15 U.S.C. § 4301 *et. seq.* (''the Act''), Semiconductor Research Corporation (''SRC'') has filed written notifications simultaneously with the Attorney General and the Federal Trade Commission disclosing changes in its membership status. The notifications were filed for the purpose of extending the Act's provisions limiting the recovery of antitrust plaintiffs to actual damages under specified circumstances. Specifically, SRC has added LV Software, Inc. (dba Logic Vision) of San Jose, CA; as an Affiliate Member and Shipley Company, L.L.C. of Marlborough, MA, as a Science Area Member.

No other changes have been made in either the membership or planned activity of the group research project. Membership in this group research project remains open, and SRC intends to file additional written notification disclosing all changes in membership.

On January 7, 1985, SRC filed its original notification pursuant to Section 6(a) of the Act. The Department of Justice published a notice in the Federal Register pursuant to Section 6(b) of the Act on January 30, 1985 (50 FR 4281).

The last notification was filed with the Department on December 11, 1995. A notice was published in the Federal Register pursuant to Section 6(b) of the Act on February 5, 1996 (61 FR 4289).

Constance K. Robinson,

Director of Operations Antitrust Division.

[FR Doc. 96–9765 Filed 4–19–96; 8:45 am]

BILLING CODE 4410–01–M

Immigration and Naturalization Service

Agency Information Collection Activities: Revision of Existing Collection; Comment Request

ACTION: Notice of information collection under review; application to replace alien registration card.

The proposed information collection is published to obtain comments from the public and affected agencies. Comments are encouraged and will be accepted for ''sixty days'' from the date listed at the top of this page in the Federal Register.

Request written comments and suggestions from the public and affected agencies concerning the proposed collection of information. Your comments should address one or more of the following four points:

(1) evaluate whether the proposed collection of information is necessary for the proper performance of the functions of the agency, including whether the information will have practical utility;

(2) evaluate the accuracy of the agencies estimate of the burden of the proposed collection of information, including the validity of the methodology and assumptions used;

(3) enhance the quality, utility, and clarity of the information to be collected; and

(4) minimize the burden of the collection of information on those who are to respond, including through the use of appropriate automated, electronic, mechanical, or other technological collection techniques or other forms of information technology, e.g., permitting electronic submission of responses.

If you have additional comments, suggestions, or need a copy of the proposed information collection instrument with instructions, or