

Trans No.	Acquiring	Acquired	Entities
20011060 .....	The Drees Company .....	Allen G. Zaring, III .....	Zaring Homes, Inc., Zaring Homes of Indiana LLC. Zaring National Corporation. The Killam Group Inc.
20011064 .....	Mott MacDonald Group Limited .....	Thermo Electron Corporation .....	Orion Food Systems International, Inc.
20011065 .....	IAWS Group plc .....	Marvin M. Schwan .....	Basin Exploration, Inc.
20011072 .....	Stone Energy Corporation .....	Basin Exploration, Inc. ....	Toyota Motor Sales U.S.A., Inc.
20011074 .....	Toyota Automatic Loom Works, Ltd. ...	Toyota Motor Corporation .....	Toyota-Lift of Los Angeles, Inc. Cornhusker Motor Club.
20011077 .....	The Auto Club Group f/k/a/ AAA Michigan/Wisconsin, Inc.	Cornhusker Motor Club .....	Federal Financial Services, Inc. IronMart, Inc.
20011082 .....	Caterpillar Inc. ....	J. Garner Scott .....	Pioneer Machinery, Inc. Production Resource Group, L.L.C., Signal Perfection, Ltd.
20011095 .....	Boston Ventures Limited Partnership V	Jeremiah J. Harris .....	

**FOR FURTHER INFORMATION CONTACT:**

Sandra M. Peay or Parcellena P. Fielding, Contact Representatives, Federal Trade Commission, Premierer Notification Office, Bureau of Competition, Room 303, Washington, DC 20580, (202) 326-3100.

By Direction of the Commission.

**Donald S. Clark,**

*Secretary.*

[FR Doc. 01-1169 Filed 1-12-01; 8:45 am]

**BILLING CODE 6750-01-M**

**FEDERAL TRADE COMMISSION**

[File No. 011 0022]

**Winn-Dixie Stores, Inc., Analysis To Aid Public Comment**

**AGENCY:** Federal Trade Commission.

**ACTION:** Proposed consent agreement.

**SUMMARY:** The consent agreement in this matter settles alleged violations of federal law prohibiting unfair or deceptive acts or practices or unfair methods of competition. The attached Analysis to Aid Public Comment describes both the allegations in the draft complaint that accompanies the consent agreement and the terms of the consent order—embodied in the consent agreement—that would settle these allegations.

**DATES:** Comments must be received on or before February 8, 2001.

**ADDRESSES:** Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pennsylvania Ave., NW., Washington, DC 20580.

**FOR FURTHER INFORMATION CONTACT:** Richard Parker or James Fishkin, FTC/H-374, 600 Pennsylvania Ave., NW., Washington, DC 20580. (202) 326-3300 or 326-2663.

**SUPPLEMENTARY INFORMATION:** Pursuant to Section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C.

46 and § 2.34 of the Commission's Rules of Practice (16 CFR 2.34), notice is hereby given that the above-captioned consent agreement containing a consent order to cease and desist, having been filed with and accepted, subject to final approval, by the Commission, has been placed on the public record for a period of thirty (30) days. The following Analysis to Aid Public Comment describes the terms of the consent agreement, and the allegations in the complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for January 9, 2001), on the World Wide Web, at <http://www.ftc.gov/os/2001/01/index.htm>. A paper copy can be obtained from the FTC Public Reference Room, Room H-130, 600 Pennsylvania Avenue, NW., Washington, D.C. 20580, either in person or by calling (202) 326-3627.

Public comment is invited. Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pennsylvania Ave., NW., Washington, DC 20580. Two paper copies of each comment should be accompanied, if possible, by a 3½ inch diskette containing an electronic copy of the comment. Such comments or views will be considered by the Commission and will be available for inspection and copying at its principal office in accordance with § 4.9(b)(6)(ii) of the Commission's Rules of Practice (16 CFR 4.9(b)(6)(ii)).

**Analysis of the Complaint and Proposed Consent Order To Aid Public Comment****I. Introduction**

The Federal Trade Commission ("Commission") has accepted for public comment from Winn-Dixie Stores, Inc. "Winn-Dixie" or "the Proposed Respondent") and Agreement Containing Consent Order "the proposed consent order"). The Proposed Respondent has also reviewed a draft

complaint that the Commission contemplates issuing. The proposed consent order is designed to furnish the Commission with prospective relief in the markets affected by the proposed acquisition by Winn-Dixie of supermarkets and other assets of Jitney-Jungle Stores of America, Inc. ("Jitney-Jungle"). A plan of sale pertaining to the supermarkets involved in this case has been confirmed by the United States Bankruptcy Court for the Eastern District of Louisiana in *In re Jitney-Jungle Stores of America*, Case No. 99-17191, on December 15, 2000.

**II. Description of the Parties and the Proposed Acquisition**

Jitney-Jungle, owned principally by Bruckmann, Rosser, Sherill & Co., an investment company, runs most of its stores under the names "Jitney-Jungle" and "Delchamps." Prior to its filing under Chapter 11 of the Bankruptcy Act on October 12, 1999, Jitney-Jungle operated nearly 200 supermarkets, and a lesser number of nearby gas stations and liquor stores, in Mississippi, Alabama, Louisiana, Florida, Arkansas, and Tennessee. Following that filing, Jitney-Jungle has closed more than 45 supermarkets and sold off at least ten (10) others. Following the solicitation of buyers for any and all of its stores, Jitney-Jungle proposed to sell 72 supermarkets to Winn-Dixie for a total purchase price of \$85 million. Following an auction held under the auspices of the bankruptcy court, and as limited by the proposed consent order, Winn-Dixie plans instead to acquire 68 of the Jitney-Jungle stores for a reduced consideration.

Winn-Dixie is a Florida corporation headquartered in Jacksonville, Florida. It operates more than 1,000

supermarkets in fourteen southeastern states and the Bahamas. Winn-Dixie reported sales of \$14.1 billion for fiscal 1999.

### III. The Draft Complaint

The draft complaint alleges that the relevant line of commerce (*i.e.*, the product market) is the retail sale of food and grocery items in supermarkets. Supermarkets provide a distinct set of products and services for consumers who desire to one-stop shop for food and grocery products. They carry a full line and wide selection of both food and nonfood products (typically more than 10,000 different stock-keeping units ("SKUs")), as well as a deep inventory of those SKUs in a variety of brand names and sizes. To accommodate the large number of food and nonfood products necessary for one-stop shopping, supermarkets are large stores that typically have at least 10,000 square feet of selling space. So called "supercenters" operated by mass merchants such as Wal-Mart, which have full-line supermarkets attached to general merchandise stores, are included in the product market.

Supermarkets compete primarily with other supermarkets that provide one-stop shopping for food and grocery products. Supermarkets base their food and grocery prices on the prices primarily of food and grocery products sold at nearby supermarkets. They do not regularly price-check food and grocery products sold at other types of stores such as cub stores or limited assortment stores, and do not significantly change their food and grocery prices in response to prices at other types of stores. Most consumers shopping for food and grocery products at supermarkets are not likely to shop elsewhere in response to a small price increase by supermarkets.

Retail stores other than supermarkets that sell food and grocery products, such as neighborhood "mom & pop" grocery stores, limited assortment stores, convenience stores, specialty food stores (*e.g.*, seafood markets, bakeries, etc.), club stores, and mass merchants, do not effectively constrain most prices at supermarkets. These other stores operate significantly different retail formats and sell far more limited assortments of items. None of these formats would constrain a price increase taken by supermarkets.

The draft complaint alleges that the relevant sections of the country in which to analyze the acquisition include, among others, the areas in and near the following cities and towns: Niceville, Florida; Gulf Breeze, Florida; Destin, Florida; and the Gulfport-Biloxi

area of Mississippi, which consists of the parts of Hancock, Harrison, and Jackson counties that include Waveland, Bay Saint Louis, Pass Christian, Long Beach, Gulfport, Biloxi D'Iberville, and Ocean Springs, and narrower markets contained therein, including Gulfport and Biloxi (the "Relevant Geographic Markets").

Jitney-Jungle and Winn-Dixie are actual and direct competitors in all of the above listed markets. The acquisition will eliminate that competition. The draft complaint alleges that each of the post-merger markets would be highly concentrated, whether measured by the Herfindahl-Hirschman Index (commonly referred to as "HHI") or by four-firm concentration ratios.<sup>1</sup> The acquisition would substantially increase concentration in each market. Jitney-Jungle and Winn-Dixie would have a combined market share that ranges from slightly less than 34% to 100% in the Relevant Geographic Markets. The post-acquisition HHIs in the Relevant Geographic Markets range from just over 2,400 points to 10,000 points.

The draft complaint further alleges that entry is difficult and would not be timely, likely, or sufficient to prevent anticompetitive effects in the Relevant Geographic Markets.

Notwithstanding all of this, Winn-Dixie's acquisition of Jitney-Jungle assets is not likely to create or enhance market power, or facilitate its exercise, to the extent that the imminent failure of Jitney-Jungle would cause those assets, or some of them, to exit the market. To that extent, post-acquisition performance in the relevant market is not likely to be worse than performance had the acquisition been blocked and the assets exited.

As previously indicated, Jitney-Jungle has sought protection from its creditors pursuant to Chapter 11 of the Bankruptcy Act. A review of that proceeding indicates that Jitney-Jungle will not be able to reorganize successfully under Chapter 11, and that but for the auction sale conducted under the auspices of the bankruptcy court Jitney-Jungle would be thrown into liquidation proceedings under Chapter 7 of the Bankruptcy Act. The key question, therefore, is whether Jitney-Jungle has made unsuccessful good-faith efforts to elicit reasonable alternative offers of acquisition of the Jitney-Jungle assets. Through a variety of means, including the retention of appropriate professionals to elicit offers for its assets

and culminating in the previously mentioned auction sale under the auspices of the bankruptcy court, Jitney-Jungle has sought to elicit reasonable alternative bids. In the four Relevant Geographic Markets, Jitney-Jungle has been able to elicit bids that are timely, above the liquidation value of the assets, and otherwise acceptable to creditors. Therefore, the Commission concluded that in the Relevant Geographic Markets the proposed acquisition would be anticompetitive because it would eliminate substantial, direct, and ongoing competition. In all other areas where Winn-Dixie directly competes against Jitney-Jungle, Jitney-Jungle has been unable to elicit bids that are timely, likely, above liquidation value of the assets, and otherwise acceptable to creditors. Therefore, the other areas where Winn-Dixie and Jitney-Jungle directly compete are not being challenged.

The draft complaint alleges that Winn-Dixie's proposed acquisition of various supermarket assets of Jitney-Jungle, if consummated, may substantially lessen competition in the four Relevant Geographic Markets in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. 45, by eliminating direct competition between supermarkets presently owned or controlled by Jitney-Jungle and supermarkets owned or controlled by Winn-Dixie; by increasing the likelihood that Winn-Dixie will unilaterally exercise market power; and by increasing the likelihood of, or facilitating, collusion or coordinated interaction among the remaining supermarket firms. Each of these effects raises the likelihood that the prices of food, groceries or services will increase, and the quality and selection of food, groceries or services will decrease, in the Relevant Geographic Markets alleged in the proposed complaint.

### IV. Terms of the Agreement Containing Consent Order

The proposed consent order will furnish prospective relief in the markets affected by the proposed acquisition.<sup>2</sup> Under the terms of the proposed consent order, the Proposed Respondent must not, for a period of ten (10) years from the date the proposed consent order becomes final, acquire any interest in four identified Jitney-Jungle

<sup>1</sup> The HHI is a measurement of market concentration calculated by summing the squares of the individual market shares of all the participants.

<sup>2</sup> Acceptance of the proposed consent order for public comment terminates the Hart-Scott-Rodino waiting period and enables Winn-Dixie immediately to acquire the Jitney-Jungle assets.

supermarkets without the prior approval of the Commission.

Also for a period of ten (10) years, the Proposed Respondent must provide written notice to the Commission prior to acquiring any interest in a supermarket owner or operator, or any facility that has operated as a supermarket within the previous six (6) months, located in any of the Relevant Geographic Markets. Following notice, Proposed Respondent may not complete such an acquisition until after it has provided any information requested by the Commission during a specified waiting period. This provision does not restrict the Proposed Respondent's construction of new supermarket facilities on its own; nor does it restrict the Proposed Respondent from leasing facilities not operated as supermarkets within the previous six (6) months.

The proposed consent order also prohibits the Proposed Respondent, for ten (10) years, from entering into or enforcing any agreement that restricts the ability of any acquirer of any supermarket, leasehold interest in a supermarket, or interest in any retail location used as a supermarket within Okaloosa, Santa Rosa or Walton counties in Florida; Hancock, Harrison, Jackson or Lauderdale counties in Mississippi; St. Tammany Parish, Louisiana; or Mobile County, Alabama on or after January 1, 2000, to operate a supermarket at that site if such supermarket was formerly owned or operated by the Proposed Respondent. In addition, the Proposed Respondent may not remove fixtures or equipment from a store or property owned or leased in these counties that is no longer in operation as a supermarket, except (1) prior to a sale, sublease, assignment, or change in occupancy, (2) to relocate such fixtures or equipment in the ordinary course of business to any other supermarket owned or operated by Proposed Respondent, or (3) otherwise with the prior approval of the Commission.

The Proposed Respondent is required to provide to the Commission a report of compliance with the consent order beginning one (1) year from the date the proposed consent order becomes final and annually for each of the following nine (9) years.

#### *V. Opportunity for Public Comment*

The proposed consent order has been placed on the public record for 30 days for receipt of comments by interested persons. Comments received during this period will become part of the public record. After 30 days, the Commission will again review the proposed consent order and the comments received and

will decide whether it should withdraw from the agreement or make the proposed consent order final.

By accepting the proposed consent order subject to final approval, the Commission anticipates that the competitive problems alleged in the complaint will be resolved. The purpose of this analysis is to invite public comment on the proposed consent order to aid the Commission in its determination of whether to make the proposed consent order final. This analysis is not intended to constitute an official interpretation of the proposed consent order nor is it intended to modify the terms of the proposed consent order in any way.

By direction of the Commission.

**Donald S. Clark,**  
*Secretary.*

[FR Doc. 01-1167 Filed 1-12-01; 8:45 am]

**BILLING CODE 6750-01-M**

## **GENERAL SERVICES ADMINISTRATION/DEPARTMENT OF STATE**

### **Office of Communications; Cancellation of an Optional Form**

**AGENCY:** General Services Administration.

**ACTION:** Notice.

**SUMMARY:** The Department of State is cancelling the following Optional Form because of low usage:

OF 298, Interagency Foreign Service National Employee Position Description.

**DATES:** Effective January 16, 2001.

**FOR FURTHER INFORMATION CONTACT:** Ms. Barbara Williams, General Services Administration, (202) 501-0581.

Dated: January 3, 2001.

**Barbara M. Williams,**  
*Deputy Standard and Optional Forms Management Officer.*

[FR Doc. 01-1210 Filed 1-12-01; 8:45 am]

**BILLING CODE 6820-34-M**

## **DEPARTMENT OF HEALTH AND HUMAN SERVICES**

### **National Committee on Vital and Health Statistics: Meeting**

Pursuant to the Federal Advisory Committee Act, the Department of Health and Human Services announces the following advisory committee meeting.

*Name:* National Committee on Vital and Health Statistics (NCVHS),

Subcommittee on Standards and Security.

*Time and Date:* 8:30 a.m. to 5 p.m., February 1, 2001 or ; 8:30 a.m. to 2 p.m., February 2, 2001.

*Place:* Room 705A, Hubert H. Humphrey Building, 200 Independence Avenue, SW, Washington, DC 20201.

*Status:* Open.

*Purpose:* The purpose of this hearing is to monitor to the progress of implementation of the Administrative Simplification Provisions of the Health Insurance Portability and Accountability Act (HIPAA) and identified issues that need to be addressed to insure successful implementation. Specific hearing topics for the first day include: the Designated Standard Maintenance Organization's change process; data and transaction standard issues identify by the Healthcare Industry to date; Institutional Provider NDC code set concerns; and a status report from the standard developers on digital/electronic signature standards. The second half-day session will include a discussion of the Subcommittee's next steps related to Patient's Medical Record Information standards and the annual NCVHS report to Congress on HIPAA Administrative Simplification implementation progress.

*Notice:* In the interest of security, the Department has instituted stringent procedures for entrance to the Hubert H. Humphrey building by non-government employees. Thus, persons without a government identification card will have to have the guard call for an escort to the meeting.

#### **CONTACT PERSON FOR MORE INFORMATION:**

Substantive program information as well as summaries of meetings and a roster of committee members may be obtained from J. Michael Fitzmaurice, Ph.D., Senior Science Advisor for Information Technology, Agency for Health Care Research and Quality, 2101 East Jefferson Street, #600, Rockville, MD 20852, phone: (301) 594-3938; or Marjorie S. Greenberg, Executive Secretary, NCVHS, National Center for Health Statistics, Centers for Disease Control and Prevention, Room 1100, Presidential Building, 6525 Belcrest Road, Hyattsville, Maryland 20782, telephone (301) 458-4245. Information also is available on the NCVHS home page of the HHS website: <http://www.ncvhs.hhs.gov/> where an agenda for the meeting will be posted when available.