

*United States v. Microsoft Corp.*, 56 F.3d at 1460.

#### V.—Conclusion

After careful consideration of the comments and for the reasons stated herein and in the Competitive Impact Statement, the United States continues to believe that the proposed Final Judgment is adequate to remedy the antitrust violations alleged in the Complaint. There has been no allegation or showing that the proposed settlement constitutes an abuse of the United States' discretion nor that it is inconsistent with the public interest. Accordingly, entry of the proposed Final Judgment should be deemed to be in the public interest.

Dated: February 7, 1997.

Respectfully submitted,

Yvette Benguerel,

*Attorney, Telecommunications Task Force,  
U.S. Department of Justice, Antitrust Division,  
555 4th Street, N.W., Room 8104, Washington,  
D.C. 20001, (202) 514-5808.*

[December 18, 1996—Via Federal Express]

Donald J. Russell, Esq.,

*Chief, Telecommunications Task Force,  
Antitrust Division, U.S. Department of  
Justice, Room 8104, 555 4th Street, N.W.,  
Washington, D.C. 20001.*

Re: *United States of America v. U S West Inc.  
and Continental Cablevision, Inc.,  
United States District Court for the  
District of Columbia*

On behalf of Teleport Communications Group Inc. (TCG), and in accordance with the provisions of 15 U.S.C. Sec. 16(d), we hereby submit the following comments in connection with the matter of *United States of America v. U S West Inc. and Continental Cablevision Inc.* TCG seeks an amendment to the Final Judgment providing that the Affidavits submitted pursuant to Section VII will be submitted confidentially and not be filed in the public docket of the Court. The undersigned has been in communication with Robert J. Sachs, counsel for Continental, and has been advised that they do not oppose this request.

The proposed Final Judgment provides, inter alia, that U S West use its best efforts to divest the approximately 11% interest of TCG held by Continental as expeditiously as possible. The proposed Final Judgment further provides that U S West divest a portion of its interest in TCG sufficient to cause it to own less than 10% by June 30, 1997, and divest any remaining portion of the TCG interest by December 31, 1998. The divestiture must be made to a purchaser or purchasers in a manner that "shall not injure TCG."

The proposed Final Judgment orders U S West to deliver periodic Affidavits to the plaintiff setting forth its efforts in connection with the ordered divestiture. Said Affidavits are to include such information as the names of potential purchasers contacted or expressing interest, and describe "in detail each contact." These Affidavits could be

subject to public disclosure unless they are submitted confidentially pursuant to an Order of this Court.

TCG is a publicly traded company with approximately 30 million shares traded on the NASDAQ National Market. TCG is concerned that information concerning efforts to sell a major block of the company's stock could have a significant adverse impact on the market for TCG stock. Traders may engage in speculative activity based on information contained in these Affidavits causing significant volatility in TCG's stock price. As a result, premature disclosure of U S West's activities could significantly disrupt the market for TCG's securities. Further, the information contained in these Affidavits is subject to being available selectively to certain investors and not others, thereby possibly requiring TCG to fully disseminate such information so as to be in full compliance with securities laws.

Additionally, there may be a chilling effect on some of the prospective purchasers of U S West's interest in TCG if the possibility exists that an inquiry or expression of interest is subject to being publicly disclosed. Such prospective purchasers may not even want their interests made public, much less risk a "public negotiation" for TCG. This may have the effect of reducing the universe of prospective purchasers, some of whom may be best suited to insure the continued viability of TCG. Furthermore, public disclosure of the negotiations may jeopardize or render unavailable any exemption under federal and state securities law upon which the parties intend to rely. This would cause additional expense and may complicate or even terminate negotiations.

TCG proposes that the required Affidavits be submitted confidentially to the plaintiff and not filed in the public docket of the Court. In the event the divestiture is not accomplished in the time frame set out in the Final Judgment, a Trustee is appointed to effect the divestiture. Although the Trustee is similarly required to submit monthly status reports, such reports are specifically to be submitted confidentially. It appears the failure of the proposed Final Judgment to contain similar confidentiality protection was an oversight by the parties, and a similar restriction should be imposed upon the pre-Trustee status reports as well.

TCG believes the overriding principle in the Final Judgment is to force a divestiture of U S West's interest in TCG in a fashion that is not injurious to TCG and that could not lessen competition. However, information contained in the status Affidavits could impact TCG's financial well-being pending the disposition. If there is any possibility that such an outcome may occur, it is in the best interest of the public to support TCG's request and maintain the confidentiality of such information.

TCG further submits that existing federal securities laws provide an appropriate framework for the public disclosure of the disposition of U S West's holdings in TCG. Because U S West will be subject to the public reporting obligations under both Section 13 and 16 of the Securities Exchange Act of 1934 with respect to its TCG stock, U S West is already required to make public

filings as to changes in its TCG stock holdings when it enters into binding agreements to dispose of such stock. TCG believes that the public disclosure mandated by these securities laws provides the best and most orderly mechanism for the public disclosure of changes in U S West's holdings.

In conclusion, TCG asserts that its request is consistent with the underlying premise of the proposed Order—to cause a divestiture of U S West's holdings in TCG in a manner that is not injurious to TCG. In light of the fact that the request is not contested by Continental, we request the United States concur and submit such request to the Court.

Sincerely,

W. Terrell Wingfield, Jr.,

*Vice President and General Counsel.*

#### Service List

C. Loring Jetton, Jr., Wilmer, Cutler & Pickering, 2445 M Street, NW., Washington, DC 20037.

John McGrew, Wilkie Farr & Gallagher, Three Lafayette Center, 1155 21st Street, NW., Washington, DC 20036-3384.

W. Terrell Wingfield, Jr., Vice President and General Counsel, Teleport Communications Group, 429 Ridge Road, Dayton, NJ 08810.

Sean C. Lindsay, U.S. West, Inc., 7800 East Orchard Road, Suite 490, P.O. Box 6508, Englewood, CO 80155-6508.

Robert J. Sachs, Senior Vice President, Corporate and Legal Affairs, Continental Cablevision, Inc., The Pilot House, Lewis Wharf, Boston, MA 02110.

#### Certificate of Service

I, Tracy Varghese, hereby certify under penalty of perjury that I am not a party to this action, that I am not less than 18 years of age, and that I have on this day caused the Comments Relating to Proposed Final Judgment and Response of the United States to Comments to be served on defendants, intervenors, and other interested persons by mailing a copy, postage prepaid, to each of the individuals and organizations on the attached service list.

February 7, 1997.

Tracy Varghese.

[FR Doc. 97-4377 Filed 2-21-97; 8:45 am]

BILLING CODE 4410-11-M

#### Notice Pursuant to the National Cooperative Research and Production Act of 1993—Commercial Turf Products, Ltd. Joint Research, Development and Production Joint Venture

Notice is hereby given that, on January 9, 1997, pursuant to Section 6(a) of the National Cooperative Research and Production Act of 1993, 15 U.S.C. § 4301 *et seq.* ("the Act"), Commercial Turf Products, Ltd. filed written

notifications simultaneously with the Attorney General and the Federal Trade Commission disclosing (1) the identities of the parties and (2) the nature and objectives of the joint venture. The notifications were filed for the purpose of invoking the Act's provisions limiting recovery of antitrust plaintiffs to actual damages under specified circumstances. Pursuant to Section 6(b) of the Act, the identities to the parties are LESCO, Inc., Cleveland, OH and MTD Products, Inc., Valley City, OH.

The nature and objectives of this venture are research, development and manufacturing production of commercial turf care equipment. The venture will include engineering, product development, and manufacturing. The manufacturing will be conducted in the United States. The products that are manufactured will be sold in the United States and potentially abroad.

Constance K. Robinson,  
Director of Operations, Antitrust Division.  
[FR Doc. 97-4375 Filed 2-21-97; 8:45 am]  
BILLING CODE 4410-11-M

#### Notice Pursuant to the National Cooperative Research and Production Act of 1993—Infotest International

Notice is hereby given that, on July 2, 1997, pursuant to Section 6(a) of the National Cooperative Research and Production Act of 1993, 15 U.S.C. 4301 *et seq.* ("the Act"), InfoTEST International ("InfoTEST") has filed written notifications simultaneously with the Attorney General and the Federal Trade Commission disclosing changes in membership. 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, American Medical Outcomes Repository; Government Services, Information Systems Branch; and The Lewis Group are no longer members of InfoTEST.

No other changes have been made in the membership, nature or objectives of the consortium. Membership in InfoTEST remains open, and the consortium intends to file additional written notifications disclosing all changes in membership.

On December 7, 1993, InfoTEST filed its original notification (as the National Information Infrastructure Testbed) 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 May 18, 1994 (60 FR 25960).

The last notification was filed with the Department of Justice on October 9, 1996. A notice was published in the Federal Register on December 19, 1996 (61 FR 67067).

Constance K. Robinson,  
Director of Operations, Antitrust Division.  
[FR Doc. 97-4376 Filed 2-21-97; 8:45 am]  
BILLING CODE 4410-11-M

#### NATIONAL ARCHIVES AND RECORDS ADMINISTRATION

##### Records Schedules; Availability and Request for Comments

**AGENCY:** National Archives and Records Administration, Office of Records Services.

**ACTION:** Notice of availability of proposed records schedules; request for comments.

**SUMMARY:** The National Archives and Records Administration (NARA) publishes notice at least once monthly of certain Federal agency requests for records disposition authority (records schedules). Records schedules identify records of sufficient value to warrant preservation in the National Archives of the United States. Schedules also authorize agencies after a specified period to dispose of records lacking administrative, legal, research, or other value. Notice is published for records schedules that (1) Propose the destruction of records not previously authorized for disposal, or (2) reduce the retention period for records already authorized for disposal. NARA invites public comments on such schedules, as required by 44 USC 3303a(a).

**DATES:** Requests for copies must be received in writing on or before April 10, 1997. Once the appraisal of the records is completed, NARA will send a copy of the schedule. The requester will be given 30 days to submit comments.

**ADDRESSES:** Address requests for single copies of schedules identified in this notice to the Civilian Appraisal Staff (NWRC), National Archives and Records Administration, College Park, MD 20740-6001. Requesters must cite the control number assigned to each schedule when requesting a copy. The control number appears in the parentheses immediately after the name of the requesting agency.

**SUPPLEMENTARY INFORMATION:** Each year U.S. Government agencies create billions of records on paper, film, magnetic tape, and other media. In order

to control this accumulation, agency records managers prepare records schedules specifying when the agency no longer needs the records and what happens to the records after this period. Some schedules are comprehensive and cover all the records of an agency or one of its major subdivisions. These comprehensive schedules provide for the eventual transfer to the National Archives of historically valuable records and authorize the disposal of all other records. Most schedules, however, cover records of only one office or program or a few series of records, and many are updates of previously approved schedules. Such schedules also may include records that are designated for permanent retention.

Destruction of records requires the approval of the Archivist of the United States. This approval is granted after a thorough study of the records that takes into account their administrative use by the agency of origin, the rights of the Government and of private persons directly affected by the Government's activities, and historical or other value.

This public notice identifies the Federal agencies and their subdivisions requesting disposition authority, includes the control number assigned to each schedule, and briefly describes the records proposed for disposal. The records schedule contains additional information about the records and their disposition. Further information about the disposition process will be furnished to each requester.

##### Schedules Pending

1. Congressional Budget Office (N1-520-96-1). Tax analysis data, documentation and supplementary data files (final reports will be preserved).

2. Department of the Air Force (N1-AFU-96-9). Bioenvironmental engineering surveys/case files proposed for long-term retention.

3. Department of Health and Human Services, Health Care Financing Administration (N1-440-96-1). Medicare waivers for hospital payments, instructions and background files, chrono-logical files of state reviews, CLIA data and HCFA forms 114 and 116.

4. Department of Health and Human Services, Health Care Financing Administration (N1-440-97-1). Appointee clearance and vetting files.

5. Department of Housing and Urban Development (N1-207-95-8). Records relating to Cultural Design Awards (program files and winning nomination case files are designated for preservation).

6. Department of Housing and Urban Development (N1-207-96-7).