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Secretary
Federal Trade Commission
600 Pennsylvania Avenue, NW
Washington, DC 20580

Dear Sir:

We would like to take this opportunity to comment on the Commission's proposal to amend the Antitrust Improvements Act Notification and Report Form and the accompanying Instructions for Certain Mergers and Acquisitions.

We were informed that the July 1, 2001, effective date had no flexibility, and therefore committed significant resources to achieving the conversion to the North American Industrial Classification System (NAICS). Our primary concern was that the proposed effective date would not allow sufficient time for large companies, such as Emerson, to complete the transition. Emerson reported over \$12 billion in domestic sales for fiscal 2000 that are classified by over 500 different seven-digit SIC codes across 50 different businesses. Although certain government agencies already utilize the NAICS, this conversion necessitated the design of a new database for the NAICS codes to generate the reports required for pre-merger filings. Since specific details regarding the proposed rules were not readily available until the spring of 2001, preparations were challenging and somewhat hurried. Given these issues, we would encourage the Commission to provide at least one year between rule proposal and rule effectiveness for future overhauls of the NAICS system.

While postponing the deadline is not necessary, allowing certain exceptions will afford flexibility to companies that do encounter difficulties. By allowing pre-merger filings submitted during a defined grace period to be accepted using either the NAICS or the SIC system, the burden of these amendments will be minimized. Since we have converted to the NAICS, we do not want the complexity and costs of maintaining both the NAICS and SIC system after July 1, 2001. Therefore, the filer should have the option during the grace period of which system (NAICS or SIC) to use in preparation of pre-merger filings.

We appreciate the opportunity to respond to this proposal and trust that our comments will be seriously considered in future Commission deliberations on this issue.

Sincerely,

Richard J. Schlueter
Vice President Accounting