

are based are similar to the HERA and represent industry practice. For these reasons, many of the Banks' comments suggest specific aspects of the FDIC regulations that the Banks believe should be incorporated into the Final Rule.

Similarly, Fannie Mae suggested that FHFA revise the Interim Final Rule to more closely follow the FDIC regulations, and also the Farm Credit System Insurance Corporation (FCSIC) regulations, which adopted the FDIC's approach.<sup>4</sup> Fannie Mae commented that the FDIC and FCSIC regulations implement legislation similar to the HERA so conformance with regulations would foster uniformity in regulation, public perception of fairness, and competition on a level regulatory playing field for executive talent. Fannie Mae also stated such conformance would reduce administrative burden because of existing guidance and precedent.

FHFA gave careful consideration to the comments of the Banks and Fannie Mae requesting conformance of the provisions of the Interim Final Rule with the provisions of FDIC and FCSIC regulations relating to golden parachutes. In publishing the Interim Final Rule, FHFA primarily sought comment on factors the Director would consider in acting on golden parachute payments. The comments received to the Interim Final Rule address other elements of a golden parachute regulation. For this reason, FHFA has determined that it will consider adding provisions similar to those of the FDIC golden parachute regulation in a subsequent rulemaking. The FDIC regulation describes more specifically benefits included or excluded from the term "golden parachute payment." It should be noted that, consistent with the FDIC regulation, benefits provided under qualified and nonqualified deferred compensation plans are excluded from the term "golden parachute payment" under the Interim Final Rule and under this final regulation.

#### *Specific Comment*

For purposes of this regulation, FHFA considered a comment by Fannie Mae that addressed one of the factors to be taken into account by the Director when acting regarding golden parachutes, *i.e.*, paragraph (f) of § 1231.5. The paragraph provides that in determining whether to prohibit or limit any golden parachute payment, among the factors, the Director shall consider—

(f) Any other factor the Director determines relevant to the facts and circumstances surrounding the golden parachute payment, including but not limited to negligence, gross negligence, neglect, willful misconduct, breach of fiduciary duty, and malfeasance on the part of an entity-affiliated party.

Fannie Mae requested that paragraph (f) of § 1231.5 be amended to mirror the "catchall" factor adopted by the FDIC and the FCSIC in their regulations, whereby the Director would consider: "Any other factors or circumstances which would indicate that the proposed payment would be contrary to the intent of section 1318(e) of the Act or this part." In commenting on the requested amendment, Fannie Mae stated that there are substantial benefits to regulatory uniformity in terms of predictability and fairness, and there is no apparent difference in congressional intent or in the policy implications of golden parachute restrictions that would call for a different standard in the present context. By mirroring the "catchall" factor adopted by the FDIC and the FCSIC, Fannie Mae claimed focus would be on the intent of the statute, and would permit the Director to consider all appropriate factors in determining whether to deny or limit proposed golden parachute payments.

After consideration of Fannie Mae's comment, FHFA determined to amend paragraph (f) of § 1231.5 to follow more closely the statutory language in section 1318 of the Act that the Director may consider in the oversight of compensation of an executive officer. To that end, as relevant facts and circumstances for the Director to consider with respect to golden parachute payments, FHFA has deleted the following language: "but not limited to negligence, gross negligence, neglect" and has substituted in lieu thereof the following language: "any fraudulent act or omission, breach of fiduciary duty, violation of law, rule, regulation, order, or written agreement, and the level of".

#### **Regulatory Impacts**

##### *Paperwork Reduction Act*

The Final Rule does not contain any information collection requirement that requires the approval of OMB under the Paperwork Reduction Act (44 U.S.C. 3501 *et seq.*).

##### *Regulatory Flexibility Act*

The Regulatory Flexibility Act (5 U.S.C. 601 *et seq.*) requires that a regulation that has a significant economic impact on a substantial number of small entities, small businesses, or small organizations must include an initial regulatory flexibility analysis describing the regulation's

impact on small entities. Such an analysis need not be undertaken if the agency has certified that the regulation will not have a significant economic impact on a substantial number of small entities. 5 U.S.C. 605(b). FHFA has considered the impact of the Final Rule under the Regulatory Flexibility Act. FHFA certifies that the Final Rule is not likely to have a significant economic impact on a substantial number of small business entities because the regulation is applicable only to the regulated entities which are not small entities for the purposes of the Regulatory Flexibility Act.

#### **List of Subjects in 12 CFR Part 1231**

Golden Parachutes, Government-Sponsored Enterprises.

Accordingly, the Interim Final Rule at part 1231 of Title 12 CFR Chapter XII, published at 73 FR 53356 on September 16, 2008, and corrected at 73 FR 54309 on September 19, 2008, and at 73 FR 54673 on September 23, 2008, is adopted as a final rule with the following changes:

#### **Subchapter B—Entity Regulations**

- 1. The heading for subchapter B of Chapter XII is revised to read as set forth above.
- 2. The title of part 1231 is revised to read as set forth below.

#### **PART 1231—GOLDEN PARACHUTE PAYMENTS**

- 3. The authority citation for part 1231 continues to read as follows:

**Authority:** 12 U.S.C. 4518(e).

- 4. Amend § 1231.5 by revising paragraph (f) to read as follows:

#### **§ 1231.5 Factors to be taken into account.**

\* \* \* \* \*

(f) Any other factor the Director determines relevant to the facts and circumstances surrounding the golden parachute payment, including any fraudulent act or omission, breach of fiduciary duty, violation of law, rule, regulation, order, or written agreement, and the level of willful misconduct, breach of fiduciary duty, and malfeasance on the part of an entity-affiliated party.

Dated: January 15, 2009.

**James B. Lockhart III,**

*Director, Federal Housing Finance Agency.*  
[FR Doc. E9–1517 Filed 1–28–09; 8:45 am]

**BILLING CODE 8070-01-P**

<sup>4</sup> 12 CFR part 1412.

**DEPARTMENT OF ENERGY****Federal Energy Regulatory Commission****18 CFR Part 284**

[Docket No. RM08–2–000; Order No. 720]

**Pipeline Posting Requirements Under Section 23 of the Natural Gas Act**

January 15, 2008.

**AGENCY:** Federal Energy Regulatory Commission.**ACTION:** Final Rule: Order Granting Extension of Time.

**SUMMARY:** On November 20, 2008, the Federal Energy Regulatory Commission issued a Final Rule in Order No. 720 which amended part 284 of its regulations to require, in relevant part, major non-interstate natural gas pipelines to post, on a daily basis, certain information regarding scheduled volumes in natural gas to be transported. The date for major non-interstate pipelines to comply with the requirements of Order No. 720 is being extended at the request of the American Gas Association.

**DATES:** *Compliance date:* The date for major non-interstate pipelines to comply with Order No. 720, published in the **Federal Register** on December 2, 2008 (73 FR 73494) is extended to 150 days following the issuance of a Commission order on rehearing of Order No. 720.

**FOR FURTHER INFORMATION CONTACT:**

Christopher Ellsworth (Technical), Office of Enforcement, Federal Energy Regulatory Commission, 888 First Street, NE., Washington, DC 20426, (202) 502–8228.

Gabriel Sterling (Legal), Office of Enforcement, Federal Energy Regulatory Commission, 888 First Street, NE., Washington, DC 20426, (202) 502–8891.

**SUPPLEMENTARY INFORMATION:**

Before Commissioners: Joseph T. Kelliher, Chairman; Sudeen G. Kelly, Marc Spitzer, Philip D. Moeller, and Jon Wellinghoff.

In the matter of: Docket No. RM08–2–000, Pipeline Posting Requirements under Section 23 of the Natural Gas Act.

**Order Granting Extension of Time**

Issued January 15, 2009

1. On November 20, 2008, the Federal Energy Regulatory Commission (Commission) issued a Final Rule in Order No. 720,<sup>1</sup> which amended Part

<sup>1</sup> Pipeline Posting Requirements under Section 23 of the Natural Gas Act, Order No. 720, FERC Stats. & Regs. ¶ 31,283 (2008).

284 of its regulations to require, in relevant part, major non-interstate natural gas pipelines to post, on a daily basis, certain information regarding scheduled volumes of natural gas to be transported. Major non-interstate pipelines were required to comply with Order No. 720 within 150 days following publication of the order in the **Federal Register**.<sup>2</sup>

2. On December 11, 2008, the American Gas Association (AGA) filed a Motion for an Extension of Time to Comply with Order No. 720. AGA further requested expedited treatment of its motion. Answers in support of the motion were subsequently filed by the Texas Pipeline Association (TPA), Pacific Gas and Electric Company (PG&E), and Shell Offshore Inc. (Shell). These parties seek an extension of time for major non-interstate pipelines to comply with the requirements of Order No. 720.

3. The Commission grants an extension of time as requested in the motion and supported in the answers. In particular, we find the answers submitted by commenters to be persuasive. The commenters argue that some major non-interstate pipelines will need additional time in which to determine which receipt and delivery points are subject to the posting requirements, obtain corporate approval for expenditures needed for compliance, and develop Internet posting systems. Additionally, we agree that some compliance activities may be premature prior to the issuance of an order on rehearing of Order No. 720.

4. Therefore, we grant an extension of time for major non-interstate pipelines to comply with the requirements of Order No. 720 until 150 days following the issuance of an order addressing the pending requests for rehearing. We do not modify the deadline by which interstate pipelines must comply with the requirements of Order No. 720. Interstate pipelines must begin posting relevant information regarding no-notice service within 60 days following the publication of Order No. 720 in the **Federal Register**.

The Commission orders:

Major non-interstate pipelines must comply with the requirements of Order No. 720 within 150 days following the issuance of an order on rehearing in this proceeding.

By the Commission.

**Kimberly D. Bose,**  
Secretary.

[FR Doc. E9–1468 Filed 1–28–09; 8:45 am]

**BILLING CODE 6717–01–P**

<sup>2</sup> *Id.* P 168.

**DEPARTMENT OF THE TREASURY****Internal Revenue Service****26 CFR Parts 1, 20, 25, 26, 31, 40, 41, 44, 53, 54, 55, 56, 156, 157, and 301**

[TD 9436]

RIN 1545–BG83

**Tax Return Preparer Penalties Under Sections 6694 and 6695; Correction****AGENCY:** Internal Revenue Service (IRS), Treasury.**ACTION:** Correcting amendment.

**SUMMARY:** This document contains corrections to final regulations (TD 9436) that were published in the **Federal Register** on Monday, December 22, 2008 (73 FR 78430) implementing amendments to the tax return preparer penalties under sections 6694 and 6695 of the Internal Revenue Code and related provisions under sections 6060, 6107, 6109, 6696, and 7701(a)(36) reflecting amendments to the Code made by section 8246 of the Small Business and Work Opportunity Tax Act of 2007 and section 506 of the Tax Extenders and Alternative Minimum Tax Relief Act of 2008. The final regulations affect tax return preparers and provide guidance regarding the amended provisions.

**DATES:** This correction is effective January 29, 2009, and is applicable on December 22, 2008.

**FOR FURTHER INFORMATION CONTACT:**

Michael E. Hara, (202) 622–4910, and Matthew S. Cooper, (202) 622–4940 (not toll-free numbers).

**SUPPLEMENTARY INFORMATION:****Background**

The final regulations that are the subject of this document are under sections 6060, 6107, 6109, 6694, 6695, 6696, and 7701 of the Internal Revenue Code.

**Need for Correction**

As published, final regulations (TD 9436) contains errors that may prove to be misleading and are in need of clarification.

**List of Subjects****26 CFR Part 1**

Income taxes, Reporting and recordkeeping requirements.

**26 CFR Part 20**

Generation-skipping transfer taxes, Reporting and recordkeeping requirements.