A. Federal Reserve Bank of St. Louis (Holly A. Rieser, Senior Manager) P.O. Box 442, St. Louis, Missouri 63166–2034. Comments can also be sent electronically to *Comments.applications@stls.frb.org:*

1. *The Gary Canada Family Trust and the Bradley S. Canada 2020 Trust, Bradley S. Canada, as trustee for both Trusts, all of Little Rock, Arkansas; and Gary R. Canada, Sr., England, Arkansas;* as a group acting in concert, to retain voting shares of MHBC Investments Limited Partnership I, LLLP, and thereby indirectly retain voting shares of Canada Bancshares, Inc., and the Bank of England, all of England, Arkansas.

Board of Governors of the Federal Reserve System.

Michele Taylor Fennell,

Associate Secretary of the Board.

[FR Doc. 2024–23634 Filed 10–10–24; 8:45 am]

BILLING CODE P

FEDERAL RESERVE SYSTEM

Formations of, Acquisitions by, and Mergers of Bank Holding Companies

The companies listed in this notice have applied to the Board for approval, pursuant to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 *et seq.*) (BHC Act), Regulation Y (12 CFR part 225), and all other applicable statutes and regulations to become a bank holding company and/or to acquire the assets or the ownership of, control of, or the power to vote shares of a bank or bank holding company and all of the banks and nonbanking companies owned by the bank holding company, including the companies listed below.

The public portions of the applications listed below, as well as other related filings required by the Board, if any, are available for immediate inspection at the Federal Reserve Bank(s) indicated below and at the offices of the Board of Governors. This information may also be obtained on an expedited basis, upon request, by contacting the appropriate Federal Reserve Bank and from the Board's Freedom of Information Office at *https://www.federalreserve.gov/foia/request.htm.* Interested persons may express their views in writing on the standards enumerated in the BHC Act (12 U.S.C. 1842(c)).

Comments received are subject to public disclosure. In general, comments received will be made available without change and will not be modified to remove personal or business information including confidential, contact, or other identifying information. Comments should not include any information such as confidential information that would not be appropriate for public disclosure.

Comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors, Ann E. Misback, Secretary of the Board, 20th Street and Constitution Avenue NW, Washington DC 20551–0001, not later than November 12, 2024.

A. Federal Reserve Bank of Minneapolis (Mark Rauzi, Vice President), 90 Hennepin Avenue, Minneapolis, Minnesota 55480–0291. Comments can also be sent electronically to *MA@mpls.frb.org:*

1. *Bravera Holdings Corp., Dickinson, North Dakota;* to acquire Vision Bank Holdings, Inc., and thereby indirectly acquire VISIONBank, both of Fargo, North Dakota. In addition, Bravera Acquisition Corp., Dickinson, North Dakota, an interim subsidiary, to merge with Vision Bank Holdings, Inc., whereby Bravera Acquisition Corp. will be the surviving entity and a wholly-owned subsidiary of Bravera Holdings Corp. for a moment in time. Following the interim holding company merger, Bravera Acquisition Corp. will be merged with and into Bravera Holdings Corp., with Bravera Holdings Corp. being the surviving entity.

Board of Governors of the Federal Reserve System.

Michele Taylor Fennell,

Associate Secretary of the Board.

[FR Doc. 2024–23635 Filed 10–10–24; 8:45 am]

BILLING CODE P

FEDERAL RESERVE SYSTEM

Notice of Proposals To Engage in or To Acquire Companies Engaged in Permissible Nonbanking Activities

The companies listed in this notice have given notice under section 4 of the Bank Holding Company Act (12 U.S.C. 1843) (BHC Act) and Regulation Y, (12 CFR part 225) to engage de novo, or to acquire or control voting securities or assets of a company, including the companies listed below, that engages either directly or through a subsidiary or other company, in a nonbanking activity that is listed in § 225.28 of Regulation Y (12 CFR 225.28) or that the Board has determined by Order to be closely related to banking and permissible for bank holding companies. Unless otherwise noted, these activities will be conducted throughout the United States.

The public portions of the applications listed below, as well as other related filings required by the Board, if any, are available for immediate inspection at the Federal Reserve Bank(s) indicated below and at the offices of the Board of Governors. This information may also be obtained on an expedited basis, upon request, by contacting the appropriate Federal Reserve Bank and from the Board's Freedom of Information Office at *https://www.federalreserve.gov/foia/request.htm.* Interested persons may express their views in writing on the question whether the proposal complies with the standards of section 4 of the BHC Act.

Comments received are subject to public disclosure. In general, comments received will be made available without change and will not be modified to remove personal or business information including confidential, contact, or other identifying information. Comments should not include any information such as confidential information that would not be appropriate for public disclosure.

Unless otherwise noted, comments regarding the applications must be received at the Reserve Bank indicated or the offices of the Board of Governors, Ann E. Misback, Secretary of the Board, 20th Street and Constitution Avenue NW, Washington, DC 20551–0001, not later than November 12, 2024.

A. Federal Reserve Bank of New York (Bank Applications Officer) 33 Liberty Street, New York, New York 10045–0001. Comments can also be sent electronically to *Comments.applications@ny.frb.org:*

1. *Grasshopper Bancorp, Inc., New York, New York;* through its subsidiary bank, Grasshopper Bank, National Association, also of New York, New York, to acquire Auto Club Trust, FSB, Dearborn, Michigan, and thereby engage in operating a savings association pursuant to section 225.28(b)(4)(ii) of the Board's Regulation Y.

Board of Governors of the Federal Reserve System.

Michele Taylor Fennell,

Associate Secretary of the Board.

[FR Doc. 2024–23510 Filed 10–10–24; 8:45 am]

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FEDERAL TRADE COMMISSION

[File No. 192 3022]

Marriott International, Inc.; Analysis of Proposed Consent Order To Aid Public Comment

AGENCY: Federal Trade Commission.

ACTION: Proposed consent agreement; request for comment.

SUMMARY: The consent agreement in this matter settles alleged violations of Federal law prohibiting unfair or deceptive acts or practices. The attached Analysis of Proposed Consent Order to Aid Public Comment describes both the allegations in the complaint 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 November 12, 2024.

ADDRESSES: Interested parties may file comments online or on paper by following the instructions in the Request for Comment part of the **SUPPLEMENTARY INFORMATION** section below. Please write ''Marriott and Starwood; File No. 192 3022'' on your comment and file your comment online at *https://www.regulations.gov* by following the instructions on the web-based form. If you prefer to file your comment on paper, please mail your comment to the following address: Federal Trade Commission, Office of the Secretary, 600 Pennsylvania Avenue NW, Mail Stop H–144 (Annex L), Washington, DC 20580.

FOR FURTHER INFORMATION CONTACT: Katherine McCarron, Attorney, Division of Privacy and Identity Protection, Bureau of Consumer Protection, Federal Trade Commission, 600 Pennsylvania Avenue NW, Washington, DC 20580, *kmccarron@ftc.gov,* (202–326–2333).

SUPPLEMENTARY INFORMATION: Pursuant to section 6(f) of the Federal Trade Commission Act, 15 U.S.C. 46(f), and FTC Rule § 2.34, 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 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 at *https://www.ftc.gov/news-events/commission-actions.*

You can file a comment online or on paper. For the Commission to consider your comment, we must receive it on or before November 12, 2024. Write ''Marriott and Starwood; File No. 192 3022'' on your comment. Your comment—including your name and your State—will be placed on the public record of this proceeding, including, to the extent practicable, on the *https://www.regulations.gov* website.

Because of heightened security screening, postal mail addressed to the Commission will be subject to delay. We strongly encourage you to submit your comments online through the *https://www.regulations.gov* website. If you prefer to file your comment on paper, write ''Marriott and Starwood; File No. 192 3022'' on your comment and on the envelope, and mail your comment to the following address: Federal Trade Commission, Office of the Secretary, 600 Pennsylvania Avenue NW, Mail Stop H–144 (Annex L), Washington, DC 20580.

Because your comment will be placed on the publicly accessible website at *https://www.regulations.gov,* you are solely responsible for making sure your comment does not include any sensitive or confidential information. In particular, your comment should not include sensitive personal information, such as your or anyone else's Social Security number; date of birth; driver's license number or other State identification number, or foreign country equivalent; passport number; financial account number; or credit or debit card number. You are also solely responsible for making sure your comment does not include sensitive health information, such as medical records or other individually identifiable health information. In addition, your comment should not include any ''trade secret or any commercial or financial information which . . . is privileged or confidential''—as provided by section 6(f) of the FTC Act, 15 U.S.C. 46(f), and FTC Rule § 4.10(a)(2), 16 CFR 4.10(a)(2)—including competitively sensitive information such as costs, sales statistics, inventories, formulas, patterns, devices, manufacturing processes, or customer names.

Comments containing material for which confidential treatment is requested must be filed in paper form, must be clearly labeled ''Confidential,'' and must comply with FTC Rule § 4.9(c). In particular, the written request for confidential treatment that accompanies the comment must include the factual and legal basis for the request and must identify the specific portions of the comment to be withheld from the public record. *See* FTC Rule § 4.9(c). Your comment will be kept confidential only if the General Counsel grants your request in accordance with the law and the public interest. Once your comment has been posted on the *https://www.regulations.gov* website—as legally required by FTC Rule § 4.9(b)—we cannot redact or remove your comment from that website, unless you submit a confidentiality request that meets the requirements for such treatment under FTC Rule § 4.9(c), and the General Counsel grants that request.

Visit the FTC website at *https://www.ftc.gov* to read this document and the news release describing the proposed settlement. The FTC Act and other laws the Commission administers permit the collection of public comments to consider and use in this proceeding, as appropriate. The Commission will consider all timely and responsive public comments it receives on or before November 12, 2024. For information on the Commission's privacy policy, including routine uses permitted by the Privacy Act, see *https://www.ftc.gov/site-information/privacy-policy.*

Analysis of Proposed Consent Order To Aid Public Comment

The Federal Trade Commission (the ''Commission'') has accepted, subject to final approval, an agreement containing consent order from Marriott International, Inc. (''Marriott'') and Starwood Hotels & Resorts Worldwide, LLC (''Starwood'' or collectively, ''Respondents''). The proposed consent order (''Proposed Order'') has been placed on the public record for 30 days for receipt of comments from interested persons. Comments received during this period will become part of the public record. After 30 days, the Commission will again review the agreement, along with any comments received, and will decide whether it should withdraw from the agreement and take appropriate action or make final the Proposed Order.

Marriott is a multinational hospitality company that manages and franchises hotels and related lodging facilities, including 30 brands and more than 7,000 properties throughout the United States and across 131 countries and territories. On or about November 16, 2015, Marriott announced that it would acquire Starwood, and on or about September 23, 2016, Starwood became a wholly owned subsidiary of Marriott. With the acquisition of Starwood, Marriott became the largest hotel chain in the world at that time, with more than 1.1 million hotel rooms, accounting for one out of every fifteen hotel rooms worldwide.

After Marriott's acquisition of Starwood, Marriott took control of Starwood's computer network and has been responsible for establishing, reviewing, and implementing the information security practices for both Marriott and Starwood. Additionally, Marriott commenced a two-year process to integrate some Starwood systems into the Marriott network. Marriott fully integrated those Starwood systems into its own network by December 2018.

According to the FTC's Complaint, Respondents suffered at least three

distinct data security breaches over the course of several years. Starwood informed customers of the first breach just four days after the announcement of Marriott's acquisition of Starwood. This breach allowed intruders to compromise Starwood's point-of-sale systems and gain access to more than 40,000 customer payment cards over the course of 14 months.

The second breach began on or around July 28, 2014, and involved a breach of a Starwood guest reservation database. This breach went undetected for four years—during which Marriott had responsibility for Starwood's information security practices and network following the acquisition. Forensic examiners, retained by Marriott in September 2018, identified similar failures that resulted in the first breach, including: inadequate firewall controls, unencrypted payment card information stored outside of the secure cardholder data environment, lack of multifactor authentication, and inadequate monitoring and logging practices. As a result of the second breach, intruders compromised the personal information of 339 million Starwood guest records and 5.25 million unencrypted passport numbers worldwide. Additional compromised information from the Starwood guest reservation database included: names, dates of birth, payment card numbers, addresses, email addresses, telephone numbers, usernames, Starwood loyalty numbers, and partner loyalty program numbers.

As to the third breach, Marriott announced in March 2020 that malicious actors had compromised the credentials of employees at a Marriott-franchised property to gain access to Marriott's own network The intruders began accessing and exporting consumers' personal information without detection from September 2018—the same month that Marriott became aware of the second breach—to December 2018 and resumed in January 2020 and continued until they were ultimately discovered in February 2020. The intruders were able to access more than 5.2 million guest records, including 1.8 million records related to U.S. consumers, that contained significant amounts of personal information, including: names, mailing addresses, email addresses, phone numbers, affiliated companies, gender, month and day of birth, Marriott loyalty account information, partner loyalty program numbers, and hotel stay and room preferences. Marriott's internal investigation confirmed that the malicious actors' main purpose for searching, accessing, and exporting guest records was to identify loyalty accounts with sufficient loyalty points to be either used or redeemed, including for booking stays at hotel properties.

The Commission's proposed two-count complaint alleges that Respondents violated section 5(a) of the FTC Act by: (1) deceiving customers by representing in each of their privacy policies that they used reasonable and appropriate safeguards to protect consumers' personal and financial information; and (2) failing to employ reasonable security measures to protect consumers' personal information. With respect to these counts, the proposed complaint alleges that Respondents:

- failed to implement appropriate password controls, which resulted in employees often using default, blank or weak passwords;
- failed to patch outdated software and systems in a timely manner;
- failed to adequately monitor and log network environments, limiting the ability to detect malicious actors and distinguish between authorized and unauthorized activity;
- failed to implement appropriate access controls;
- failed to implement appropriate firewall controls;
- failed to implement appropriate network segmentation to prevent attackers from moving freely across its networks and databases; and
- failed to apply adequate multifactor authentication to protect sensitive information.

The proposed complaint alleges, with respect to the second count above, that Respondents' failure to employ reasonable security measures to protect consumers' personal information caused, or is likely to cause, substantial injury to consumers that is not outweighed by countervailing benefits to consumers or competition and is not reasonably avoidable by consumers themselves. Such practices constitute unfair acts or practices under section 5 of the FTC Act.

The Proposed Order contains injunctive relief designed to prevent Respondents from engaging in the same or similar acts or practices in the future. Part I prohibits Respondents from misrepresenting in any manner, expressly or by implication: (1) Respondents' collection, maintenance, use, deletion, or disclose consumers' personal information; and (2) the extent to which Respondents protect the privacy, security, availability, confidentiality, or integrity of consumers' personal information. Part II requires that Respondents establish, implement, and document a comprehensive information security program. The program must include specific safeguards tailored to Respondents' previous data security shortcomings.

Parts III–VI require Respondents to obtain initial and biennial information security assessments by an independent, third-party professional for 20 years (part III), cooperate with the independent assessor (part IV), provide the Commission with a certification of compliance with the Order from Respondents' CEO (part V), and submit reports to the Commission if they suffer additional data incidents (part VI).

Part VII requires Respondents to provide a Clear and Conspicuous method by which U.S. consumers can request that Respondents review the deletion of personal information associated with an email address and/or Loyalty Rewards Program account number. Part VIII requires Respondents to provide a link on their website and mobile app where all U.S. consumers may request deletion of Personal Information associated with an email address and/or Loyalty Rewards Program account number.

Parts IX–XII are reporting and compliance provisions, which include recordkeeping requirements and provisions requiring Respondents to provide information or documents necessary for the Commission to monitor compliance. Part XIII states that the Proposed Order will remain in effect for 20 years, with certain exceptions.

The purpose of this analysis is to facilitate public comment on the Proposed Order, and it is not intended to constitute an official interpretation of the complaint or Proposed Order, or to modify the Proposed Order's terms in any way.

By direction of the Commission, Commissioners Holyoak and Ferguson recused.

April J. Tabor,

Secretary.

[FR Doc. 2024–23283 Filed 10–10–24; 8:45 am]

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GENERAL SERVICES ADMINISTRATION

[Notice—C0A–2024–01; Docket No. 2024–0002; Sequence No 43]

Office of Human Resources Management; SES Performance Review Board

AGENCY: Office of Human Resources Management (OHRM), General Services Administration (GSA).

ACTION: Notice.