Change in Bank Control Notices; Acquisitions of Shares of Banks or Bank Holding Companies

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12 CFR 225.41) to acquire a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. Once the notices have been accepted for processing, they will also be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank indicated for that notice or to the offices of the Board of Governors. Comments must be received not later than March 21, 1997.

A. Federal Reserve Bank of St. Louis (Randall C. Sumner, Vice President) 411 Locust Street, St. Louis, Missouri 63102-2034:

1. *Richard J. McConnell*, Franklin, Indiana; to acquire an additional .82 percent, for a total of 10.71 percent, of the voting shares of FSB Financial Corporation, Francisco, Indiana, and thereby indirectly acquire FSB Bank, Francisco, Indiana.

B. Federal Reserve Bank of Dallas (Genie D. Short, Vice President) 2200 North Pearl Street, Dallas, Texas 75201-2272:

1. *Kennis R. Baskin*, Houston, Texas; to acquire a total of 0.89 percent; Michael A. Bloome, Houston, Texas, to acquire a total of 0.35 percent; Joan R. Brochstein, Houston, Texas, to acquire a total of 0.35 percent; Robert D. Duncan, Houston, Texas, to acquire a total of 1.97 percent; Raymond H. Durham, Sr., Houston, Texas, to acquire a total of 0.89 percent; Curtis M. Garver, Houston, Texas, to acquire a total of 9.19 percent; Charles E. Harrell, Jr., Houston, Texas, to acquire a total of 0.89 percent; Raymond P. & Helen Hart, Laredo, Texas, to acquire a total of 0.79 percent; John R. Huff, Houston, Texas, to acquire a total of 5.91 percent; Joe Ince, Houston, Texas, to acquire a total of 0.92 percent; J. M. Partners (John S. Bace), Houston, Texas, to acquire a total of 0.71 percent; Earl L. Lester, Jr., Houston, Texas, to acquire a total of 3.94 percent; Robert R. Logan, Houston, Texas, to acquire a total of 0.92 percent; O. Wayne Massey, Houston, Texas, to acquire a total of 7.88 percent; M. Dale McGill, Houston, Texas, to acquire a total of 14.71 percent; James W. Newton, Houston, Texas, to acquire a total of 0.89 percent; Edward C. Norwood, Houston, Texas, to acquire a total of 1.77 percent; Harris J. Pappas, Houston, Texas, to acquire a total of 5.91 percent; W. Merwyn Pittman, Houston, Texas, to acquire a total of 1.97 percent; William H. Quayle, Houston, Texas, to acquire a total of 0.89 percent; Harold P. Rabalais, Houston, Texas, to acquire a total of 0.89 percent; Robert L. Richardson, Houston, Texas, to acquire a total of 0.89 percent; Chester P. Sappington, Jr., Houston, Texas, to acquire a total of 3.94 percent; Mark T. Scully, Houston, Texas, to acquire a total of 2.13 percent; John L. Shea, Philadelphia, Pennsylvania, to acquire a total of 0.35 percent; George R. Speaks, Houston, Texas, to acquire a total of 9.19 percent; Dane H. Stewart, Houston, Texas, to acquire a total of 0.79 percent; Robert H. Stewart, Jr., Houston, Texas, to acquire a total of 0.85 percent; Howard T. Tellespen, Jr., Houston, Texas, to acquire a total of 7.10 percent; Charles F. Thomas, Houston, Texas, to acquire a total of 4.42 percent; G. Cole Thomson, Houston, Texas, to acquire a total of 1.44 percent; Tim A. Tully, Houston, Texas, to acquire a total of 0.99 percent; and Ronald W. Woliver, Houston, Texas, to acquire a total of 3.94 percent, of the voting shares of Farmers and Merchants Bancshares, Inc., Mart, Texas, and thereby indirectly acquire Farmers and Merchants Bank, Mart, Texas.

Board of Governors of the Federal Reserve System, March 3, 1997.

Jennifer J. Johnson,

Deputy Secretary of the Board.

[FR Doc. 97–5587 Filed 3–6–97; 8:45 am]

BILLING CODE 6210–01–F

Sunshine Act Meeting

AGENCY HOLDING THE MEETING: Board of Governors of the Federal Reserve System.

TIME AND DATE: 10:00 a.m., Wednesday, March 12, 1997.

PLACE: Marriner S. Eccles Federal Reserve Board Building, C Street entrance between 20th and 21st Streets, N.W., Washington, D.C. 20551.

STATUS: Closed.

MATTERS TO BE CONSIDERED:

1. Personnel actions (appointments, promotions, assignments, reassignments, and salary actions) involving individual Federal Reserve System employees.

2. Any items carried forward from a previously announced meeting.

CONTACT PERSON FOR MORE INFORMATION: Mr. Joseph R. Coyne, Assistant to the Board; (202) 452–3204. You may call (202) 452–3207, beginning at approximately 5 p.m. two business days before this meeting, for a recorded announcement of bank and bank holding company applications scheduled for the meeting.

Dated: March 5, 1997.

Barbara R. Lowrey,

Associate Secretary of the Board.

[FR Doc. 97–5870 Filed 3–5–97; 2:21 pm]

BILLING CODE 6210–01–P

FEDERAL TRADE COMMISSION

[File No. 971–0013]

Cooperative Computing, Inc.; Analysis To Aid Public Comment

AGENCY: Federal Trade Commission.

ACTION: Proposed consent agreement.

SUMMARY: In settlement of alleged violations of federal law prohibiting unfair or deceptive acts or practices and unfair methods of competition, this consent agreement, accepted subject to final Commission approval, would require, among other things, the Austin, Texas-based company, upon completing its merger with Triad Systems Corporation, to divest, through an exclusive, royalty-free, and perpetual license, its electronic parts catalog to MacDonald Computer Systems or another Commission-approved buyer. The complaint accompanying the consent agreement alleges that Cooperative Computing's proposed acquisition of Triad would have substantially lessened competition in the development and sale of management information systems and electronic parts catalogs for the automotive parts aftermarket and would likely have resulted in increased prices and reduced services, in violation of antitrust laws.

DATES: Comments must be received on or before May 6, 1997.

ADDRESSES: Comments should be directed to: FTC/Office of the Secretary, Room 159, 6th St. and Pa. Ave., N.W., Washington, D.C. 20580.

FOR FURTHER INFORMATION CONTACT:

William J. Baer, Federal Trade Commission, H–374, 6th St. and Pa. Ave., N.W., Washington, D.C. 20580. (202) 326–2932.

George S. Cary, Federal Trade Commission, H–374, 6th St. and Pa. Ave., N.W., Washington, D.C. 20580. (202) 326–3741.

M. Howard Morse, Federal Trade Commission, S–3627, 6th St. and Pa.

Ave., N.W., Washington, D.C. 20580. (202) 326–2949.

Joseph G. Krauss, Federal Trade Commission, S–3627, 6th St. and Pa. Ave., N.W., Washington, D.C. 20580. (202) 326–2713.

SUPPLEMENTARY INFORMATION: Pursuant to Section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46, and Section 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 sixty (60) days. The following Analysis to Aid Public Comment describes the terms of the consent agreement and the allegations in the accompanying complaint. An electronic copy of the full text of the consent agreement package can be obtained from the Commission Actions section of the FTC Home Page (for February 26, 1997), on the World Wide Web, at ''http://www.ftc.gov/os/actions/htm.'' A paper copy can be obtained from the FTC Public Reference Room, Room H–130, Sixth Street and Pennsylvania Avenue, N.W., Washington, D.C. 20580, either in person or by calling (202) 326–3627. Public comment is invited. 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 section 4.9(b)(6)(ii) of the Commission's Rules of Practice (16 CFR 4.9(b)(6)(ii)).

Analysis To Aid Public Comment on the Provisionally Accepted Consent Order

The Federal Trade Commission (''the Commission'') has accepted, subject to final approval, an Agreement Containing Consent Order (''Agreement'') from Cooperative Computing, Inc. (''CCI'').

The proposed Order has been placed on the public record for sixty (60) days for reception of comments from interested persons. Comments received during this period will become part of the public record. After sixty (60) days, the Commission will again review the Agreement and the comments received and will decide whether it should withdraw from the Agreement or make final the Agreement's proposed Order. The purpose of this analysis is to facilitate public comment on all aspects of the proposed Order, including public comment with respect to the suitability of MacDonald Computer Systems (''MacDonald'') as a proposed licensee.

The Commission's investigation of this matter concerns a proposed acquisition by CCI of Triad Systems Corporation (''Triad''). In October 1996, CCI entered into a merger agreement with Triad and commenced a tender offer for all of the outstanding voting securities of Triad. Under the terms of the tender offer, Triad shareholders will receive $9.25 per share, or a total of approximately $181 million. Immediately prior to the CCI acquisition of Triad, Hicks, Muse, Tate & Furst (''Hicks Muse''), a private investment firm based in Dallas, Texas, will acquire over 50 percent of CCI stock and gain control of CCI.

The Agreement Containing Consent Order would, if finally accepted by the Commission, settle charges that the CCI acquisition of Triad may substantially lessen competition in the development and sale of (1) electronic catalogs and (2) management information systems or ''MIS'' systems integrated with an electronic catalog, in the United States or in North America. The Commission has reason to believe that CCI's agreement to acquire Triad violates Section 5 of the Federal Trade Commission Act and that the acquisition, if consummated, would violate Section 7 of the Clayton Act and Section 5 of the Federal Trade Commission Act, unless an effective remedy eliminates likely anticompetitive effects.

The Proposed Complaint

According to the Commission's proposed complaint, CCI is a privately-held company that develops and markets management information system software for the automotive aftermarket, with annual sales of approximately $43 million. CCI offers a portfolio of software products that assist auto parts distributors and retailers to track their parts inventory. CCI has developed and markets with its software a proprietary database of auto parts for domestic and foreign automobiles.

Triad, a publicly-held Livermore, California-based company, similarly develops and markets management information system software for the automotive aftermarket and for other industries. Triad also develops and sells a proprietary database of auto parts for domestic and foreign automobiles. Triad has had annual sales of approximately $175 million, including approximately $90 million attributable to sales to the automotive parts aftermarket.

According to the Commission's proposed complaint, one relevant line of commerce within which to analyze the effects of CCI's acquisition of Triad is the market for electronic catalogs. The complaint alleges that there are no economic substitutes for electronic catalogs. Paper catalogs, the only theoretical alternative, are inadequate substitutes because paper catalogs are cumberstone and time consuming to use. The ability of warehouse distributors and jobbers to access information about parts availability and supply the required product is critical to their success, since the industry standard for same day repair service causes service dealers to require delivery of needed parts within 30 minutes. Electronic catalogs are sold as stand-alone products and as parts of integrated MIS systems.

The proposed complaint alleges that a second relevant line of commerce within which to analyze the effects of CCI's acquisition of Triad is the market for MIS systems integrated with an electronic catalog. According to the complaint, an MIS integrated with an electronic catalog enables users to access the vast inventory of automotive part numbers of hundreds of automotive part manufacturers on the same computer terminal as the MIS. Customers often demand an MIS integrated with an electronic catalog to be able to electronically transfer automotive parts data from the electronic catalog to a purchase order in the MIS. This transfer of data is important because it saves times and eliminates any risk of human error during the process of rekeying automotive part numbers into purchase orders.

The Commission's proposed complaint further alleges that CCI and Triad are the dominant providers of electronic catalogs and of management information systems integrated with an electronic catalog and alleges that the relevant U.S. or North American markets for electronic catalogs and for MIS systems integrated with an electronic catalog are highly concentrated.

According to the complaint, in addition to CCI and Triad, there is only one firm, Profit-Pro, Inc. (''Profit-Pro''), which develops and sells an electronic catalog for the independent automotive aftermarket. Triad sells both a stand-alone catalog and a catalog integrated with an MIS system, while CCI only sells its catalog integrated with an MIS system. The proposed complaint alleges that CCI and Triad have, nonetheless, been substantial, direct competitors. According to the complaint, the electronic catalog offered by Profit Pro is considered inferior compared to the CCI and Triad catalogs, in the size of its database, the accuracy of the part numbers in the database, and the speed with which it is updated.

According to the proposed complaint, Triad and CCI are the dominant providers of MIS systems integrated with an electronic catalog, together controlling approximately 70% of the market. The merger of CCI and Triad would increase the Herfindahl-Hirschman Index (''HHI'') over 1200 points to over 3900. Aside from CCI and Triad, all other firms selling an MIS integrated with an electronic catalog rely upon Triad or Profit-Pro for their electronic catalog. The complaint alleges that these fringe firms do not constrain pricing nor in any other way substantially impact competition for the development and sale of MIS systems integrated with an electronic catalog.

The complaint further alleges that de novo entry or fringe expansion into the relevant markets which would be sufficient to deter or defeat reductions in competition resulting from the CCI acquisition of Triad would not be timely or likely. According to the proposed complaint, developing an electronic catalog would require an expenditure of substantial sunk costs and would be time-consuming. Electronic catalog data must be entered manually into a database because the electronic parts data is received in a different format from each of hundreds of automotive parts manufacturers. Entry with a catalog covering only a fraction of available automotive parts would not be acceptable to most warehouse distributors and jobbers.

The proposed complaint alleges, finally, that the acquisition by CCI of Triad may substantially lessen competition by, among other things, eliminating substantial, direct head-to-head competition between CCI and Triad, likely resulting in increased prices and reduced services for electronic catalogs and MIS systems integrated with an electronic catalog.

The Proposed Consent Agreement

The proposed Order accepted for public comment contains provisions that would require CCI to divest CCI's electronic catalog to MacDonald. The proposed Order would specifically require CCI to divest, absolutely and in good faith, through a perpetual, royalty-free, transferable, assignable, and exclusive license with the right to use for any purpose, combine with other information, reproduce, modify, market and sublicense, CCI's PartFinder® electronic catalog database, CCI's J–CON® application program interface, CCI software utilized to retrieve vehicle data from the CCI Database, and support software and documentation.

MacDonald is a California-based privately-held company which on February 13, entered into a confidential license agreement with CCI fulfilling the requirements of the proposed Order. MacDonald currently sells MIS systems to the automotive aftermarket and has previously offered customers the option of utilizing the Triad catalog with its MIS system.

The purpose of the divestiture of the CCI electronic catalog is to ensure the continued use of that catalog in competition with the merged CCI/Triad, to ensure MacDonald operates as an independent competitor in the development and sale of electronic catalogs and MIS systems integrated with an electronic catalog, and to remedy the lessening of competition as alleged in the Commission's complaint.

The proposed order would require CCI to offer updates to MacDonald for the electronic catalog for a period of two years. The proposed order would also require that CCI provide to MacDonald technical assistance for electronic catalog maintenance for a period of one year. The purpose of these provisions is to ensure that MacDonald becomes a viable competitor to CCI, thereby fostering a competitive environment for the sale of MIS systems integrated with an electronic catalog.

In the event that CCI fails to divest the CCI Products to MacDonald because MacDonald, unilaterally and through no fault of CCI, breaches the License Agreement, CCI is required under the proposed Order to divest to another acquirer that is approved beforehand by the Commission, within sixty (60) days after the date on which the Order is made final. If CCI fails to divest, the proposed Order provides for the appointment of a trustee, to accomplish the required divestiture.

Pending the required divestiture, CCI is required, under the proposed Order, to maintain the viability and marketability of the CCI electronic catalog, by among other things, updating the CCI database on a regular schedule. In order to assist the acquirer, the proposed Order prohibits CCI from preventing employees from working for the acquirer, and from entering into long-term contracts with firms in the business of distributing hardware and/or software systems to warehouses, jobber/retail stores and/or service dealers in the automotive aftermarket, that might interfere with the acquirer's ability to obtain customers

This analysis is not intended to constitute an official interpretation of the Agreement or the proposed Order or in any way to modify the terms of the Agreement or the proposed Order.

Donald S. Clark,

Secretary.

[FR Doc. 97–5707 Filed 3–6–97; 8:45 am]

BILLING CODE 6750–01–M

[File No. 961–0085]

Mahle GmbH; Mahle, Inc.; Metal Leve S.A.; Metal Leve, Inc.; Analysis To Aid Public Comment

AGENCY: Federal Trade Commission.

ACTION: Proposed consent agreement.

SUMMARY: In settlement of alleged violations of federal law prohibiting unfair or deceptive acts or practices and unfair methods of competition, this consent agreement, accepted subject to final Commission approval, would require, among other things, Mahle, Inc., the Morristown, Tennessee-based subsidiary of a German company, and Metal Leve, Inc., the Ann Arbor, Michigan-based subsidiary of a Brazilian firm, to divest Metal Leve's United States piston business. The complaint accompanying the consent agreement alleges that, by acquiring Metal Leve, Mahle would become a monopolist in the research, development, manufacture, and sale of (1) articulated pistons in the United States, and (2) large bore two-piece pistons worldwide. Pursuant to a separate federal court stipulation, Mahle and Metal Leve will pay in excess of $5 million for failing to give antitrust enforcers advance notice of Mahle's acquisition of a controlling interest in Metal Leve.

DATES: Comments must be received on or before May 6, 1997.

ADDRESSES: Comments should be directed to: FTC/Office of the Secretary, Room 159, 6th St. and Pa. Ave., NW., Washington, DC 20580.

FOR FURTHER INFORMATION CONTACT:

William J. Baer, Federal Trade Commission, H–374, 6th St. and Pa. Ave., NW., Washington, DC 20580, (202) 326–2932.

George S. Cary, Federal Trade Commission, H–374, 6th St. and Pa. Ave., NW., Washington, DC 20580, (202) 326–3741.

Howard Morse, Federal Trade Commission, S–3627, 6th St. and Pa. Ave., NW., Washington, DC 20580, (202) 326–2949.

SUPPLEMENTARY INFORMATION: Pursuant to Section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46, and Section 2.34 of the Commission's Rules of Practice (16 CFR