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 applications listed below, as well as other related filings required by the Board, are available for immediate inspection at the Federal Reserve Bank indicated. The application also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the standards enumerated in the BHC Act (12 U.S.C. 1842(c)). If the proposal also involves the acquisition of a nonbanking company, the review also includes whether the acquisition of the nonbanking company complies with the standards in section 4 of the BHC Act. Unless otherwise noted, nonbanking activities will be conducted throughout the United States.

Unless otherwise noted, comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than October 3, 1997.

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

1. National City Bancshares, Inc., Evansville, Indiana; to merge with Fourth First Bancorp, Inc., Huntingburg, Indiana, and thereby indirectly acquire First Bank of Huntingburg, Huntingburg, Indiana.

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

Jennifer J. Johnson,

Deputy Secretary of the Board.

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FEDERAL TRADE COMMISSION

[File No. 961–0106]

Insilco Corporation; Analysis To Aid Public Comment

AGENCY: Federal Trade Commission.

ACTION: Proposed consent agreement.

SUMMARY: The consent agreement in this matter settles alleged violations of federal law prohibiting unfair or deceptive acts or practices or unfair methods of competition. The attached Analysis to Aid Public Comment describes both the allegations in the draft complaint that accompanies the consent agreement and the terms of the consent order—embodies in the consent agreement—that would settle these allegations.

DATES: Comments must be received on or before November 7, 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: Casey R. Triggs, Federal Trade Commission, S–2308, 6th St. and Pa. Ave., N.W., Washington, D.C. 20580. (202) 326–2682. Nicholas R. Koberstein, Federal Trade Commission, S–2308, 6th St. and Pa. Ave., N.W., Washington, D.C. 20580. (202) 326–2743.

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 August 27, 1997), on the World Wide Web, at ''http://www.ftc.gov/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 of Proposed Consent Order To Aid Public Comment

The Federal Trade Commission (the ''Commission'') has accepted for public comment an agreement containing a proposed Consent Order from Insilco Corporation (''Insilco''). The proposed Consent Order contains a number of provisions designed to remedy the anticompetitive effects that have resulted, and that are likely to continue to occur, because of Insilco's acquisition of the assets of Helima-Helvetion, Inc. (''Helima'') from Helima's German parent company, Helmut Lingemann & Co. GmbH (''Lingemann'').

The Transaction

Pursuant to a purchase agreement dated July 10, 1996, Insilco acquired from Lingemann the assets of Helima, a New York corporation with its only plant in Duncan, South Carolina, and the stock of ARUP Alu-Rohr und Profil GmbH, Lingemann's German subsidiary engaged in the production and supply of welded-seam aluminum tubes.

The Complaint

The proposed complaint alleges that the consummated acquisition of Helima violates Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the Federal Trade Commission Act, as amended, 15 U.S.C. § 45, in two relevant markets: (1) the market for welded-seam aluminum tubes with diameters of 50 millimeters or greater; and (2) the market for welded-seam aluminum tubes with diameters less than 50 millimeters. Welded-seam aluminum tubes with diameters of 50 millimeters of greater are generally used in charged air coolers (''CAC'') installed on heavy-weight trucks,[1] whereas welded-seam aluminum tubes with diameters less than 50 millimeters are generally used in radiators. In both CAC and radiators, the welded-seam aluminum tubes act as the heat exchange component, which is a device that transfers heat from one fluid or gas to another medium, generally air.

The complaint alleges that Insilco's acquisition of Helima gave it a virtual monopoly or near-monopoly in these two types of welded-seam aluminum tubes. This acquisition thereby increased the likelihood that consumers would be forced to pay higher prices for welded-seam aluminum CAC and radiator tubes.

A. The Welded-Seam Aluminum CAC Tube Market

In the market for welded-seam aluminum CAC tubes, Insilco's post-acquisition market share is 100%. Currently, there is no foreign supplier of

[1] Heavy-weight truck is the designation given to a truck over 19,000 lbs. The Department of Transportation categorizes such trucks as either Class 6, 7, or 8 vehicles.