

Pleasant Plains State Bank, Pleasant Plains, Illinois.

Board of Governors of the Federal Reserve System, September 3, 2002.

**Robert deV. Frierson,**

*Deputy Secretary of the Board.*

[FR Doc. 02-22775 Filed 9-6-02; 8:45 am]

**BILLING CODE 6210-01-S**

**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 (12 U.S.C. 1843). Unless otherwise noted, nonbanking activities will be conducted throughout the United States. Additional information on all bank holding companies may be obtained from the National Information Center website at [www.ffiec.gov/nic/](http://www.ffiec.gov/nic/).

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, 2002.

**A. Federal Reserve Bank of St. Louis** (Randall C. Sumner, Vice President) 411 Locust Street, St. Louis, Mississippi 63166-2034:

1. *Commerce Holding Corporation*, Corinth, Missouri; to become a bank holding company by acquiring 100 percent of the voting shares of Commerce National Bank, Corinth, Mississippi.

2. *Kilmichael Bancorp, Inc.*, Kilmichael, Mississippi; to become a bank holding company by acquiring 100 percent of the voting shares of Bank of Kilmichael, Kilmichael, Mississippi.

**B. Federal Reserve Bank of Kansas City** (Susan Zubradt, Assistant Vice President) 925 Grand Avenue, Kansas City, Missouri 64198-0001:

1. *Healthcare Bancorp, Inc.*, Broken Arrow, Oklahoma; to become a bank holding company by acquiring 100 percent of the voting shares of Federal BankCentre, Broken Arrow, Oklahoma.

Board of Governors of the Federal Reserve System, September 3, 2002.

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**FEDERAL TRADE COMMISSION**

**Granting of Request for Early Termination of the Waiting Period Under the Premerger Notification Rules**

Section 7A of the Clayton Act, 15 U.S.C. 18a, as added by Title II of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, requires persons contemplating certain mergers or acquisitions to give the Federal Trade Commission and the Assistant Attorney General advance notice and to wait designated periods before consummation of such plans. Section 7A(b)(2) of the Act permits the agencies, in individual cases, to terminate this waiting period prior to its expiration and requires that notice of this action be published in the **Federal Register**.

The following transactions were granted early termination of the waiting period provided by law and the premerger notification rules. The grants were made by the Federal Trade Commission and the Assistant Attorney General for the Antitrust Division of the Department of Justice. Neither agency intends to take any action with respect to these proposed acquisitions during the applicable waiting period.

Trans No.	Acquiring	Acquired	Entities
<b>Transactions Granted Early Termination—08/05/2002</b>			
20021022 .....	Kinross Gold Corporation .....	Echo Bay Mines Ltd .....	Echo Bay Mines Ltd.
20021031 .....	Pekka Herlin .....	Partek Corporation .....	Partek Corporation.
<b>Transactions Granted Early Termination—08/08/2002</b>			
20020960 .....	Bunge Limited .....	Italenergia Spa .....	Cereol S.A.
20021027 .....	Varco International, Inc .....	ICO, Inc .....	ICO Worldwide, Inc.
20021035 .....	Joseph E. Wagner .....	John L Rust & Donna G Rust .....	John L. Rust Company.
20021036 .....	WPS Resources Corporation .....	Calpine Corporation .....	De Pere Energy, L.L.C.
20021045 .....	Wachovia Corporation .....	Cameron M. Harris .....	Cameron M. Harris & Company.
<b>Transactions Granted Early Termination—08/12/2002</b>			
20021003 .....	Koninklijke BAM NBM N.V .....	Grupo Dragados SA .....	Hollandsche Beton Groep N.W.
20021033 .....	Newmont Mining Corporation .....	Kinross Gold Corporation .....	Kinross Gold Corporation.
20021047 .....	FTI Consulting, Inc .....	PriceWaterhouseCoopers LLP .....	PriceWaterhouseCoopers LLP.
20021048 .....	Long Point Capital Fund, L.P .....	Okaw Buildings, Inc. ....	Okaw Buildings, Inc.
20021051 .....	KKR European Fund, Limited Partnership.	Siemens AG .....	Demag Cranes and Components GmbH & Co. KG. Gottwald Port Technology GmbH & Co. KG. Mannesmann Plastics Machinery AG. Power Generation Ceramics. Siemens European Network Services. Siemens Metering GmbH & Co. KG. Stabilus GmbH.

Trans No.	Acquiring	Acquired	Entities
20021053 .....	Stronach Trust .....	Joseph A. DeFrancis .....	Laurel Racing Association Limited partnership. Pimlico Racing Association, Inc.
20021055 .....	Wellspring Capital Partners II, L.P .....	International Multifoods Corporation .....	Multifoods Distribution Management, Inc.
20021057 .....	Alliant Energy Corporation .....	Mirant Corporation .....	Mirant Neenah, LLC.
<b>Transactions Granted Early Termination—08/13/2002</b>			
20021017 .....	Headwaters Incorporated .....	Industrial services Group, Inc .....	Industrial Services Group, Inc.
20021025 .....	EG&G Technical Services Holdings, L.L.C.	URS Corporation .....	URS Corporation.
20021044 .....	Anixter International Inc .....	Pentacon, Inc .....	JIT Holdings, Inc. Pentacon Aerospace Group, Inc. Pentacon Canada Corporation. Pentacon Delaware, Inc. Pentacon Europe Limited. Pentacon Industrial, Inc. Pentacon International Sales, Inc. Pentacon Mexico S.A. de C.V. Pentacon Properties, L.P. Pentacon USA, L.P. Pentacon, Inc.
<b>Transactions Granted Early Termination—08/14/2002</b>			
20021023 .....	URS Corporation .....	EG&G Technical Services Holdings, L.L.C..	Carlyle-EG&G Holdings Corp.  Lear Siegler Services, Inc.
<b>Transactions Granted Early Termination—08/15/2002</b>			
20021021 .....	Symantec Corporation .....	Riptech Inc .....	Riptech Inc.
20021030 .....	Symantec Corporation .....	Recourse Technologies, Inc .....	Recourse Technologies, Inc.
<b>Transactions Granted Early Termination—08/16/2002</b>			
20021043 .....	MidAmerican Energy Holdings Company.	Dynegy, Inc .....	Northern Natural Gas Company.
<b>Transactions Granted Early Termination—08/19/2002</b>			
20021007 .....	eBay Inc .....	PayPal, Inc .....	PayPal, Inc.
20021020 .....	Terex Corporation .....	Siemens AG .....	Demag Mobile Cranes GmbH & Co. KA. Demag Mobile Cranes Verwaltungsgesellschaft mbH.
20021040 .....	Temasek Holdings (Private) Limited .....	Friede Goldman Halter, Inc .....	Gulf Coast Fabrication, Inc. Halter Gulf Repair, Inc. Halter Marine Gulfport, Inc. Halter Marine Pascagoula, Inc. Halter Marine Services, Inc. Halter Marine, Inc., a Louisiana corporation. Halter Marine, Inc., A Nevada corporation.
20021066 .....	Macquarie Global Infrastructure Fund A	Associated British Ports Holdings PLC ..	American Port Services, Inc. Amports Avcenters, Inc. ILG Avcenter, Inc.
20021067 .....	Macquarie Global Infrastructure Fund B	Associated British Ports Holdings PLC ..	American Port Services, Inc. Amports Avcenters, Inc. ILG Avcenter, Inc.
20021068 .....	Wescast Industries, Inc .....	George W. Mathews, Jr .....	Georgia Ductile Foundaries, LLC.
20021071 .....	Mr. Sumner M. Redstone .....	Sesame Workshop .....	Noggin LLC.
20021076 .....	Delaware Champion Holdings, LLC .....	Diageo plc .....	Burger King Corporation.
<b>Transactions Granted Early Termination—08/20/2002</b>			
20021061 .....	Kao Corporation .....	Alan Howard Frieda, a/k/a John Frieda	Gaelle International, LLC. John Frieda Products. John Frieda Professional Hair Care, Inc. John Frieda SarL. John Frieda International, LLC.
20021062 .....	Blum Strategic Partners II, L.P .....	PRG-Schultz International, Inc .....	PRG-Schultz International, Inc.

Trans No.	Acquiring	Acquired	Entities
20021077 .....	J. Joe and Marlene M. Ricketts .....	Ameritrade Holding Corporation .....	Ameritrade Holding Corporation.
<b>Transactions Granted Early Termination—08/21/2002</b>			
20021049 .....	Terex Corporation .....	Robert R. Wilkerson .....	Genie Holdings, Inc.
<b>Transactions Granted Early Termination—08/22/2002</b>			
20021080 .....	Dr. Michael W. J. Smurfit .....	Smurfit-Stone Container Corporation ....	Smurfit-Stone Container Corporation.
<b>Transactions Granted Early Termination—08/23/2002</b>			
20021083 .....	Riverdeep Group plc .....	Alex E. Gores .....	Broderbund Properties, LLC.
20021087 .....	Dexia S.A .....	The PMI Group, Inc .....	Broderbund, LLC and Fairbanks Capital Holding Corp.
20021088 .....	Bureau Veritas S.A .....	U.S. Laboratories Inc .....	U.S. Laboratories Inc.
20021093 .....	Metalurgica Gerdau, S.A .....	Co-Steel Inc .....	Co-Steel Inc.
20021095 .....	Questor Partners Bermuda, L.P .....	Fiat S.p.A .....	Fonderies du Poitou Aluminum S.A. Founderies Aluminum Cleon S.A. Teksid Aluminum Components Inc. Teksid Aluminum Fondry Inc. Teksid Aluminum SpA. Teksid Aluminum Poland S.p.Z.o.o. Teksid do Brasil Aluminio Ltda. Teksid France S.A. Teskid Investment Aluminum B.V.
<b>Transactions Granted Early Termination—08/27/2002</b>			
20021091 .....	Japan Airlines Company, Ltd .....	Japan Air System Co., Ltd .....	Japan Air System Co., Ltd.
20021092 .....	Japan Air System Co., Ltd .....	Japan Airlines Company, Ltd .....	Japan Airlines Company, Ltd.

**FOR FURTHER INFORMATION CONTACT:**

Sandra M. Peay or Renee A. Hallman, Contact Representative, Federal Trade Commission Premerger Notification Office, Bureau of Competition, Room 303, Washington, DC 20580, (202) 326-3100.

By Direction of the Commission.

**Donald S. Clark,**

*Secretary.*

[FR Doc. 02-22796 Filed 9-6-02; 8:45 am]

BILLING CODE 6750-01-M

**FEDERAL TRADE COMMISSION**

[File No. 021 0040]

**Conoco Inc. and Phillips Petroleum Company; 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—embodied in the consent agreement—that would settle these allegations.

**DATES:** Comments must be received on or before October 2, 2002.

**ADDRESSES:** Comments filed in paper form should be directed to: FTC/Office of the Secretary, Room 159-H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. Comments filed in electronic form should be directed to: [consentagreement@ftc.gov](mailto:consentagreement@ftc.gov), as prescribed below.

**FOR FURTHER INFORMATION CONTACT:** Mark Menna, FTC, Bureau of Competition, 600 Pennsylvania Avenue, NW., Washington, DC 20580, (202) 326-2722.

**SUPPLEMENTARY INFORMATION:** Pursuant to Section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46(f), 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 an accepted, subject to final approval, by the Commission, has been placed on the public record for a period of thirty (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 from the FTC home page (for August 30, 2002), on the World Wide Web, at "[http://www.ftc.gov/os/2002/](http://www.ftc.gov/os/2002/08/index.htm)

[08/index.htm](http://www.ftc.gov/os/2002/08/index.htm)." A paper copy can be obtained from the FTC Public Reference Room, Room 130-H, 600 Pennsylvania Avenue, NW., Washington, DC 20580, either in person or by calling (202) 326-2222.

Public comments are invited, and may be filed with the Commission in either paper or electronic form. Comments filed in paper form should be directed to: FTC/Office of the Secretary, Room 159-H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. If a comment contains nonpublic information, it must be filed in paper form, and the first page of the document must be clearly labeled "confidential." Comments that do not contain any nonpublic information may instead be filed in electronic form (ASCII format, WordPerfect, or Microsoft Word) as part of or as an attachment to email messages directed to the following e-mail box: [consentagreement@ftc.gov](mailto:consentagreement@ftc.gov). Such comments 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**

*I. Introduction*

The Federal Trade Commission ("Commission" or "FTC") has issued a