TRANSACTIONS GRANTED EARLY TERMINATION BETWEEN: 1–2–98 AND 1–16–98—Continued

Name of acquiring person, name of acquired person, name of acquired entity	PMN No.	Date Terminated
Ashland Inc., Masters-Jackson Paving Co., Masters-Jackson Paving Co	98–1262	01/16/98
Churchill ESOP Capital Partners, LP, R. Briggs Wood, Timec Company, Time Southern California, Inc.; James-Ti	98–1263	01/16/98
J. Erik Hvide, Kirby Corporation, Sabine Transportation Company	98–1265	01/16/98
Jordan Industries, Inc., Jerry A. Klett, K&S Sheet Metal Inc	98–1267	01/16/98
Vishay Intertechnology, Inc., Daimler-Benz AG (a German corporation), TEMIC Semiconductor GmbH; Siliconix Incorporated	98–1272	01/16/98
Quad-C Partners IV, LP, Princeton Enterprises, Inc., United Piece Dye Works, Limited Partnership	98–1274	01/16/98
OM Group, Inc., Auric Corporation, Auric Corporation	98–1296	01/16/98

FOR FURTHER INFORMATION CONTACT: Sandra M. Peay or Parcellena P. Fielding, Contact Representatives, Federal Trade Commission, Premerger Notification Office, Bureau of Competition, Room 303, Washington, D.C. 20580, (202) 326–3100.

By Direction of the Commission.

Donald S. Clark,

Secretary.

[FR Doc. 98–2575 Filed 2–2–98; 8:45 am]

BILLING CODE 6750–01–M

FEDERAL TRADE COMMISSION

[File No. 971–0095]

Cablevision Systems 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—embodied in the consent agreement—that would settle these allegations.

DATES: Comments must be received on or before April 6, 1998.

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 Baer or Phillip Broyles, FTC/H–374, Washington, DC 20580. (202) 326–2932 or 326–2805.

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 complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for January 16, 1998), 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, NW., Washington, DC 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

I. Introduction

The Federal Trade Commission (''Commission'') has accepted for public comment from Cablevision Systems Corp. (''CVS'') an Agreement Containing Consent Order (''Agreement'' or ''Proposed Consent Order''). The Proposed Consent Order is designed to remedy likely anticompetitive effects arising from CVS's proposed acquisition of certain cable television systems presently owned and operated by Tele-Communications, Inc. (''TCI'') in two relevant markets. This Agreement has been placed on the public record for sixty (60) days for receipt of comments from interested persons.

II. Description of the Parties and the Acquisition

CVS is the nation's sixth largest provider of cable television services to approximately 2.9 million subscribers in 16 states. Through its majority ownership of Rainbow Media Holdings, Inc., CVS also owns interests in and manages a number of cable television programming networks. TCI is the nation's largest provider of cable television services, with over a 27% share of all U.S. cable television households. Through its Liberty Media Corp. subsidiary, TCI also owns an interest in a large number of cable programming networks.

On June 6, 1997, CVS and TCI entered an agreement (the ''acquisition'') whereby TCI will contribute to CVS cable television systems in New Jersey and New York serving approximately 820,000 subscribers. TCI will receive CVS voting securities valued at approximately $423 million.

III. The Complaint

The draft complaint accompanying the Proposed Consent Order alleges that the acquisition would substantially lessen competition in violation of Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18, and Section 5 of the FTC Act, as amended, 15 U.S.C. § 45.

According to the draft complaint, the relevant line of commerce (*i.e.*, product market) is the distribution of multi-channel video programming by cable television. The distribution of multi-channel video programming by technologies other than cable television (*e.g.*, Direct Broadcast Satellite (''DBS'') or Multichannel Multipoint Distribution Systems (''MMDS'')) is not included in the relevant product market because they do not have a significant price-constraining effect on the prices charged by cable operators to subscribers. Most cable television subscribers are not likely to switch to another technology (*e.g.*, DBS or MMDS) in response to a small price increase by cable television providers. In addition, cable television operators do not typically change their prices in response to prices charged by other providers of multi-channel video programming.

According to the draft complaint, the relevant sections of the country (*i.e.*, the geographic markets) in which to analyze the acquisition by CVS of certain TCI cable television systems are the boroughs of Paramus and Hillsdale, New Jersey. As alleged in the draft complaint, these markets are highly concentrated, with only CVS and TCI providing cable television service in Paramus and Hillsdale. The acquisition would significantly increase concentration in Paramus and Hillsdale, with only CVS left to provide cable television service.

According to the draft complaint, entry into the distribution of multichannel video programming by cable television is unlikely to be timely or effective to prevent anticompetitive effects in the relevant geographic markets.

CVS's acquisition of the TCI cable systems may substantially reduce competition in the relevant geographic markets by eliminating actual competition between CVS and TCI to serve existing neighborhoods, hotels, and apartment complexes, by eliminating actual competition between CVS and TCI to serve new residential homes, neighborhoods, hotels, and apartment complexes, and by eliminating actual and potential competition between CVS and TCI to extend their cable systems throughout the relevant geographic area. Each of these effects increases the likelihood that the price of cable television services will increase, or the quality of that service will decrease in the relevant sections of the country.

IV. Terms of the Proposed Consent Order

The Proposed Consent Order attempts to remedy the Commission's competitive concerns about the acquisition. Under the terms of the Proposed Consent Order, CVS must divest TCI's cable systems in Paramus and Hillsdale, New Jersey, to a buyer or buyers approved by the Commission. CVS must have a buyer approved by the Commission within six (6) months after the date it signs the Agreement Containing Consent Order. CVS is not required to complete the divestiture within this six-month time period because municipal approvals can take in excess of ninety (90) days. If CVS obtains the Commission's approval and files all necessary applications for other governmental approvals (*e.g.*, municipal approvals for franchise transfers) within this six-month period, the divestiture period is extended by a period of time equal to the number of days such other governmental body takes to approve or disapprove the necessary applications.

If CVS has not obtained the Commission's approval for an acquirer within the mandated six-month divestiture period, the Commission may appoint a trustee to divest TCI's Paramus and Hillsdale cable systems. To insure that the trustee can divest the assets, the Commission is requiring that CVS begin constructing a headend with the necessary technological capabilities to serve the Paramus and Hillsdale cable systems if CVS has not obtained the Commission's approval of an acquirer within the six-month divestiture period.

For a period of ten years from the date that the Proposed Consent Order becomes final, CVS, with certain exceptions set forth in the Proposed Consent Order, may not acquire any stock or related assets of any entity engaged in providing cable television services in Paramus or Hillsdale without giving the Commission prior notice.

V. Opportunity for Public Comment

The Proposed Consent Order has been placed on the public record for sixty (60) days for receipt of comments by interested persons. Comments received during this period will be come 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 Proposed Consent Order.

By accepting the Proposed Consent Order subject to final approval, the Commission anticipates that the competitive problems alleged in the complaint will be resolved. The purpose of this analysis is to invite public comment on the Proposed Consent Order, in order to aid the Commission in its determination of whether it should make final the Proposed Consent Order contained in the Agreement. This analysis is not intended to constitute an official interpretation of the Agreement and Proposed Consent Order, nor is it intended to modify the terms of the Proposed Consent Order in any way.

Donald S. Clark,

Secretary.

[FR Doc. 98–2573 Filed 2–2–98; 8:45 am]

BILLING CODE 6750–01–M

FEDERAL TRADE COMMISSION

[File No. 981–0086]

S.C. Johnson & Son, Inc.; 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 April 6, 1998.

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 Baer or Steven Bernstein, FTC/H–374, Washington, D.C. 20580. (202) 326–2932 or 326–2423.

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 complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for January 23, 1998), 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 of Proposed Consent Order To Aid Public Comment

The Federal Trade Commission ("Commission") has accepted, subject to final approval, an agreement containing a proposed Consent Order from S.C. Johnson & Son, Inc. ("S.C. Johnson"), which is designed to remedy the anticompetitive effects resulting from S.C. Johnson's acquisition of the home care and home food management businesses of DowBrands Inc., DowBrands L.P. and DowBrands Canada Inc. (hereinafter collectively