

The notices are available for immediate inspection at the Federal Reserve Bank indicated. The notices also will 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 April 2, 1998.

**A. Federal Reserve Bank of Minneapolis** (Karen L. Grandstrand, Vice President) 90 Hennepin Avenue, P.O. Box 291, Minneapolis, Minnesota 55480-0291:

1. *Lee R. Anderson, Jr. Trust dated November 23, 1992, and Lee R. Anderson, Jr., Revocable Trust dated April 24, 1997*, both of Golden Valley, Minnesota, to each acquire voting shares of, and Lee R. Anderson Jr., Golden Valley, Minnesota, to retain voting shares of, Anderon Financial Group, Inc., Golden Valley, Minnesota, and thereby indirectly acquire Northern National Bank, Nisswa, Minnesota.

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

1. *Drue A. Washburn*, Alva, Oklahoma; to acquire voting shares of Community Bancshares of Alva, Inc., Alva, Oklahoma, and thereby indirectly acquire voting shares of Community National Bank, Alva, Oklahoma.

Board of Governors of the Federal Reserve System, March 13, 1998.

**Jennifer J. Johnson,**

*Deputy Secretary of the Board.*

[FR Doc. 98-7074 Filed 3-18-98; 8:45 am]

BILLING CODE 6210-01-F

## 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 April 13, 1998.

**A. Federal Reserve Bank of Cleveland** (Paul Kaboth, Banking Supervisor) 1455 East Sixth Street, Cleveland, Ohio 44101-2566:

1. *Cincinnati Financial Corporation*, Cincinnati, Ohio; to acquire shares of FirstMerit Corporation, Akron, Ohio, and thereby indirectly acquire Citizens National Bank, Canton, Ohio; FirstMerit Bank, N.A., Akron, Ohio; Peoples Bank, N.A., Ashtabula, Ohio; and Peoples National Bank, Wooster, Ohio. FirstMerit received the Board's approval to acquire CoBancorp, Elyria, Ohio, and its subsidiaries Premier Bank & Trust, Elyria, Ohio and Jefferson Savings Bank, West Jefferson, Ohio.

2. *Heritage Capital Corporation*, Ashland, Kentucky; to become a bank holding company by acquiring 100 percent of the voting shares of Heritage Bank of Ashland, Inc., Ashland, Kentucky, a *de novo* institution.

**B. Federal Reserve Bank of Chicago** (Philip Jackson, Applications Officer) 230 South LaSalle Street, Chicago, Illinois 60690-1413:

1. *Halbur Bancshares, Inc.*, Halbur, Iowa; to acquire at least 97.2 percent of the voting shares of Westside Banco, Inc., Westside, Iowa, and thereby indirectly acquire Westside State Savings Bank, Westside, Iowa.

**C. Federal Reserve Bank of Kansas City** (D. Michael Manies, Assistant Vice President) 925 Grand Avenue, Kansas City, Missouri 64198-0001:

1. *First York Ban Corp.*, York, Nebraska; to acquire 60 percent of the voting shares of NebraskaLand National Bank, North Platte, Nebraska, a *de novo* institution.

Board of Governors of the Federal Reserve System, March 13, 1998.

**Jennifer J. Johnson,**

*Deputy Secretary of the Board.*

[FR Doc. 98-7075 Filed 3-18-98; 8:45 am]

BILLING CODE 6210-01-F

## FEDERAL RESERVE SYSTEM

### Notice of Proposals To Engage in Permissible Nonbanking Activities or To Acquire Companies That are 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.

Each notice is available for inspection at the Federal Reserve Bank indicated. The notice also will be available for inspection at the offices of the Board of Governors. 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.

Unless otherwise noted, comments regarding the applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than April 2, 1998.

**A. Federal Reserve Bank of San Francisco** (Maria Villanueva, Manager of Analytical Support, Consumer Regulation Group) 101 Market Street, San Francisco, California 94105-1579:

1. *Neighborhood Bancorp*, San Diego California; to engage *de novo* through its subsidiary, Neighborhood Housing Development Corporation, San Diego California, in community development activities, pursuant to § 225.28(12) of the Board's Regulation Y.

Board of Governors of the Federal Reserve System, March 13, 1998.

**Jennifer J. Johnson,**

*Deputy Secretary of the Board.*

[FR Doc. 98-7076 Filed 3-18-98; 8:45 am]

BILLING CODE 6210-01-F

## FEDERAL TRADE COMMISSION

[File No. 981-0011]

### Federal-Mogul Corporation, et al.; 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 May 18, 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:** Joseph Krauss, FTC/H-386, 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 complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for March 6, 1998), on the World Wide Web, at "<http://www.ftc.gov/os/actions97.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 Consent Order ("Agreement") from Federal-Mogul Corporation ("Federal-Mogul") and T&N plc ("T&N").

The proposed Consent Order has been placed on the public record for sixty (60) days for reception of comments by 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.

Both Federal-Mogul, a Michigan corporation, and T&N, a corporation organized under the laws of the United Kingdom, design, manufacture and sell fluid film or "plain" thinwall bearings ("thinwall bearings"). These are bearings that do not have roller or ball elements, but have a surface coating of oil which reduces friction. Among the thinwall bearings Federal-Mogul and T&N manufacture and sell are thinwall bearings for use in automobile and light truck engines ("light duty engine bearings") and thinwall bearings for use in heavy truck and heavy equipment engines ("heavy duty engine bearings"). Both Federal-Mogul and T&N sell light duty and heavy duty engine bearings to original equipment manufacturers ("OEMs"), which buy bearings and use them to manufacture engines, and to aftermarket companies, which buy bearings and use them to repair or service engines after the engines' warranty periods have expired. Federal-Mogul and T&N are the largest competitors in the manufacture and sale of thinwall bearings to OEMs and the aftermarket in the United States. On October 16, 1997, Federal-Mogul notified T&N of Federal-Mogul's intention to commence a cash tender offer to acquire 100 percent of the voting securities of T&N for approximately \$2.4 billion.

#### *The Proposed Complaint*

The proposed complaint alleges that the proposed acquisition may substantially lessen competition in the development, manufacture, and sale of (1) thinwall bearings, (2) light duty engine bearings sold to OEMs, (3) heavy duty engine bearings sold to OEMs, and (4) engine bearings sold to the aftermarket. The proposed complaint also alleges that the relevant geographic market for evaluating the acquisition's effect on the thinwall bearings market is the world. Every engine has a unique set of bearings which, with few exceptions, cannot be used in any other engine. The bearings are engineered in terms of materials, shapes and sizes to meet the bearing performance demands of a particular engine. While engines built for the United States market have different performance characteristics from engines built for other markets, and require bearings engineered for those performance requirements, engine manufacturers in the United States are

willing to buy engine bearings from anywhere in the world if the bearings meet the performance requirements for the United States market.

The proposed complaint alleges that Federal-Mogul and T&N are the two leading producers in the four different bearings markets. The complaint further alleges that the proposed transaction would give Federal-Mogul the ability to unilaterally exercise market power and that the transaction could also substantially increase the likelihood of collusion or coordinated anticompetitive conduct between Federal-Mogul and the other remaining bearings producers.

The proposed complaint alleges that entry into the four alleged markets would not be timely, likely, or sufficient to deter or offset the adverse effects of the acquisition on competition in these markets. Entry into the markets to sell engine bearings to OEM customers requires developing appropriate bearings and precision manufacturing capabilities and extensive testing before sales can be made. This process, from development to the completion of testing, would take substantially more than two years. In the aftermarket, the entrant would have to develop a broad product line to compete with Federal-Mogul and T&N, which would take more than two years, and a new entrant would be at a significant cost disadvantage to the incumbent firms.

#### *The Proposed Order*

The proposed Order would remedy the alleged violation by preserving the competition that would otherwise be lost as a result of Federal-Mogul's acquisition of T&N. The proposed Order requires Federal-Mogul to divest the thinwall bearing business of T&N, which includes the assets and plants that T&N now uses to make thinwall bearings, as well as the assets, including intellectual property, that T&N now uses to develop and design new bearings to meet the bearings needs of engines that OEMs will develop in the future. To insure that the divested thinwall bearing business would be in the same position that T&N had been in terms of research, the proposed Order specifically identifies the individuals in T&N who worked on bearings research and development and requires Federal-Mogul and T&N to assign those personnel to the business to be divested. In addition, certain employees who are believed to be particularly important to the future research success of the divested T&N thinwall business will be given incentives to remain with the divested thinwall business. Finally, certain assets relating the aftermarket

sales of bearings in North America, including the brand names under which T&N has sold bearings, must be included in the divestiture.

The proposed Order also addresses a relationship that T&N's thinwall bearings business had with Daido Metals ("Daido"), a Japanese bearing producer. For a number of years, T&N had cooperative technology exchange arrangements with Daido, as well as a joint venture to produce bearings at Bellefontaine, Ohio. In the past, these arrangements between T&N and Daido may have allowed the two companies together to compete better against other bearings producers and to meet their customers' needs for high quality, low cost, sophisticated bearings, better than either company could on its own. To allow for the continuation of cooperation between Daido and the divested T&N bearings business, the proposed Order prohibits Federal-Mogul from entering into such arrangements with Daido for a period of five years. In addition, because certain individuals at T&N are believed to be important to maintaining the cooperative relationships between T&N and Daido, these individuals are given incentives under the proposed Order to stay with the divested T&N thinwall bearings business. The purpose of these provisions is not to force the divested T&N thinwall bearing business or Daido to form any particular cooperative arrangements, but to allow any efficient cooperation between the two firms to continue as if T&N had not been acquired by Federal-Mogul.

The proposed Order also identifies certain assets related to dry bearings or polymer bearings that are to be included in the divestiture. Dry or polymer bearings are bearings that do not rely on a film of oil, but instead on a polymer coating, to reduce friction. These bearings are produced at T&N plants that also produce thinwall bearings, and the inclusion of these bearings in the assets to be divested may be important to the viability of the T&N plants to be divested. Absent the specific references to polymer bearings, the identification of the plants to be divested would require the divestiture of the manufacturing lines for these dry or polymer bearings that are contained in the named plants. However, Federal-Mogul wishes to include these products by name in the proposed Order, to insure the German Federal Cartel Office that the dry bearing products listed will be divested. The German Federal Cartel Office has raised concerns about a product overlap between Federal-Mogul and T&N in dry bearings that would adversely impact competition in dry

bearings in Germany. By including these products in the Commission's proposed Order, Federal-Mogul avoids having to enter into a separate divestiture procedure, relating to the same plants, to satisfy the Federal Cartel Office.

The proposed Order requires that Federal-Mogul divest the identified assets within six months after the proposed Order becomes final. If Federal-Mogul does not divest the assets within that time period, the proposed Order provides for the appointment of a trustee to divest the assets.

The purpose of this analysis is to facilitate public comment on the proposed Order. 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.

By direction of the Commission, Commissioner Azcuenaga not participating.

**Donald S. Clark,**

*Secretary.*

[FR Doc. 98-7115 Filed 3-18-98; 8:45 am]

BILLING CODE 6750-01-M

## DEPARTMENT OF HEALTH AND HUMAN SERVICES

### Food and Drug Administration

#### Cardiovascular and Renal Drugs Advisory Committee; Notice of Meeting

**AGENCY:** Food and Drug Administration, HHS.

**ACTION:** Notice.

This notice announces a forthcoming meeting of a public advisory committee of the Food and Drug Administration (FDA). The meeting will be open to the public.

*Name of Committee:* Cardiovascular and Renal Drugs Advisory Committee.

*General Function of the Committee:* To provide advice and recommendations to the agency on FDA regulatory issues.

*Date and Time:* The meeting will be held on April 9, 1998, 8:30 a.m. to 5:30 p.m., and April 10, 1998, 8:30 a.m. to 4 p.m.

*Location:* National Institutes of Health, Clinical Center, Bldg. 10, Jack Masur Auditorium, 9000 Rockville Pike, Bethesda, MD. Parking in the Clinical Center is reserved for Clinical Center patients and their visitors. If you must drive, please use an outlying lot such as Lot 41B. Free shuttle bus service is provided from Lot 41B to the Clinical Center every 8 minutes during rush hour and every 15 minutes at other times.

*Contact Person:* Joan C. Standaert, Center for Drug Evaluation and Research

(HFD-110), 419-259-6211, or Danyiel D'Antonio (HFD-21), 301-443-5455, Food and Drug Administration, 5600 Fishers Lane, Rockville, MD 20857, or FDA Advisory Committee Information Line, 1-800-741-8138 (301-443-0572 in the Washington, DC area), code 12533. Please call the Information Line for up-to-date information on this meeting.

*Agenda:* On April 9, 1998, the committee will discuss nitric oxide. On April 10, 1998, the committee will discuss new drug applications 20-912 and 20-913, Aggrastat® (tirofiban HCl), Merck Research Laboratories, to be indicated: (1) In combination with heparin for patients with unstable angina or non-Q-wave myocardial infarction to prevent cardiac ischemic events, and (2) patients with coronary ischemic syndromes undergoing percutaneous transluminal coronary angioplasty or atherectomy to prevent cardiac ischemic complications related to abrupt closure of the treated coronary artery.

*Procedure:* Interested persons may present data, information, or views, orally or in writing, on issues pending before the committee. Written submissions may be made to the contact person by April 2, 1998. Oral presentations from the public will be scheduled between approximately 8:30 a.m. and 9:30 a.m. on April 9, 1998. Time allotted for each presentation may be limited. Those desiring to make formal oral presentations should notify the contact person before April 2, 1998, and submit a brief statement of the general nature of the evidence or arguments they wish to present, the names and addresses of proposed participants, and an indication of the approximate time requested to make their presentation.

Notice of this meeting is given under the Federal Advisory Committee Act (5 U.S.C. app. 2).

Dated: March 11, 1998.

**Michael A. Friedman,**

*Deputy Commissioner for Operations.*

[FR Doc. 98-7054 Filed 3-18-98; 8:45 am]

BILLING CODE 4160-01-F

## DEPARTMENT OF HEALTH AND HUMAN SERVICES

### Food and Drug Administration

#### Peripheral and Central Nervous System Drugs Advisory Committee; Notice of Meeting

**AGENCY:** Food and Drug Administration, HHS.