

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.

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 January 28, 2000.

A. Federal Reserve Bank of Dallas (W. Arthur Tribble, Vice President) 2200 North Pearl Street, Dallas, Texas 75201-2272:

1. Texas Capital Bancshares, Inc. Dallas, Texas; to acquire 100 percent of the voting shares of BankDirect, SSB, Dallas, Texas, a de novo savings bank.

Board of Governors of the Federal Reserve System, December 30, 1999.

**Jennifer J. Johnson,**  
*Secretary of the Board.*

[FR Doc. 00-227 Filed 1-5-00; 8:45 am]

BILLING CODE 6210-01-P

**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 January 19, 2000.

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

1. Rurban Financial Corp., Defiance, Ohio; to acquire FiData Technology, Inc., Franklin, Tennessee, and Financial Data Technology Corporation, Defiance, Ohio, and thereby engage in conducting permissible data processing activities, pursuant to § 225.28(b)(14) of Regulation Y.

Board of Governors of the Federal Reserve System, December 30, 1999.

**Jennifer J. Johnson,**  
*Secretary of the Board.*

[FR Doc. 00-226 Filed 1-5-00; 8:45 am]

BILLING CODE 6210-01-P

**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 #	Acquiring	Acquired	Entities
<b>Transactions Granted Early Termination—12/06/1999</b>			
20000483 .....	AT&T Corp .....	E! Entertainment Television, Inc .....	E! Entertainment Television, Inc.
20000615 .....	BCI Growth IV, L.P .....	JC Acquisition LLC .....	North American Communication Corporation.
20000627 .....	Arthur Skidmore .....	John Anderson .....	Coolidge Glass Company, Inc.
20000628 .....	Provant, Inc .....	Larry E. Senn and Bernadette Senn .....	Senn-Delaney Leadership Consulting Group, Inc.
20000635 .....	John J. Rigas .....	American Cable TV Investors 5, Ltd. ....	American Cable TV Investors 5, Ltd.
20000670 .....	Tribune Company .....	Philip Heit .....	Meeks Heit Publishing Company.
20000671 .....	Tribune Company .....	Linda Meeks .....	Meeks Heit Publishing Company.
20000701 .....	Amazon.com, Inc .....	Pets.com, Inc .....	Pets.com, Inc.
20000703 .....	Richard Li .....	SoftNet Systems, Inc .....	SoftNet Systems, Inc.
20000708 .....	Flowserve Corporation .....	Innovative Valve Technologies, Inc .....	Innovative Valve Technologies, Inc.
20000709 .....	Charming Shoppes, Inc .....	Catherines Stores Corporation .....	Catherines Stores Corporation.
20000711 .....	RailWorks Corporation .....	Betty A. and Glenn P. Twigg .....	Twigg Corporation.
20000713 .....	Red Hat, Inc .....	Cygnus Solutions .....	Cygnus Solutions.

Trans #	Acquiring	Acquired	Entities
20000714 .....	Minnesota Mining and Manufacturing Company ("3M").	Minnesota Mining and Manufacturing Company.	Dyneon LLC.
20000715 .....	United Dominion Industries Limited .....	Lawrence E. Johnson .....	Kelley Company, Inc.
20000720 .....	T. Morris Hackney .....	Harold Ridgeway .....	Shelby Steel—Pell City, Inc., Shelby Steel—Vincent, Inc., Shelby Steel Fabricators, Inc.
20000722 .....	CGW Southeast Partners IV, L.P .....	Per-Se Technologies, Inc .....	Impact Innovations Government Group, Inc.
20000725 .....	Long Point Capital Fund, L.P .....	Eurodesign Cabinets, Inc .....	Eurodesign Cabinets, Inc.
20000726 .....	Long Point Capital Fund, L.P .....	Eurodesign Holdings, Inc .....	Eurodesign Holdings, Inc.
20000727 .....	Thomson S.A .....	NEWCO .....	NEWCO.
20000728 .....	Alcatel .....	NEWCO .....	NEWCO.

**Transactions Granted Early Termination—12/07/1999**

20000616 .....	Ronald W. Burkle .....	Wherehouse Entertainment, Inc .....	Wherehouse Entertainment, Inc.
20000846 .....	Thayer Equity Investors IV, L.P .....	Career Blazers, Inc .....	Career Blazers Personnel Services, Inc., Career Blazers, Inc., CBI CHC No. 1, CBI CHC No. 2, CBI NY Training, Inc., CBI PHC, Inc., Personnel One, Inc., Professional Drivers, Inc.

**Transactions Granted Early Termination—12/08/1999**

19994441 .....	Cisco Systems, Inc .....	International Business Machines Corporation.	International Business Machines Corporation.
20000421 .....	British Telecommunications plc .....	Sprint Corporation .....	Sprint Publishing & Advertising, Inc.
20000497 .....	Omnipoint Corporation .....	Victoria G. Kane .....	East/West Communications, Inc.
20000561 .....	PacifiCare Health Systems, Inc .....	Texas Health Resources .....	Harris Methodist Health Insurance Company, Inc., Harris Methodist Texas Health Plan, Inc.
20000580 .....	International Paper Company .....	Ace Packaging Systems, Inc .....	Ace Packaging Systems, Inc.
20000593 .....	BP Amoco p.l.c .....	ProGas Limited .....	ProGas Limited.
20000692 .....	Komatsu Forklift Co., Ltd .....	Partek Corporation .....	Kalmar AC, Inc.
20000693 .....	CoStar Group, Inc .....	COMPS.COM, Inc .....	COMPS.COM, Inc.
20000696 .....	H P Bulmer Holdings PLC .....	American Hard Cider Company, Inc .....	American Hard Cider Company, Inc.
20000723 .....	OCM Principal Opportunities Fund, L.P .....	Forcenergy Inc., as Debtor-in-Possession.	Forcenergy Inc., as Debtor-in-Possession.
20000724 .....	General Motors Corporation .....	General Magic, Inc .....	General Magic, Inc.
20000729 .....	Fox Paine Capital Fund, L.P .....	Watkins-Johnson Company .....	Watkins-Johnson Company.
20000730 .....	Ashtead Group PLC .....	I. Edward Alter .....	Bob's Barricades.
20000731 .....	Ashtead Group PLC .....	Alan Chester .....	Bob's Barricades.
20000732 .....	Enron Corporation .....	PG&E Corporation .....	Harrier Power Corporation.
20000735 .....	Semele Group Inc .....	Gary D. Engle .....	Equis II Corporation.
20000737 .....	Parthenon Investors, L.P .....	Raymond Karsan Holdings, Inc .....	Raymond Karsan Holdings, Inc.
20000741 .....	C.H. Robinson Worldwide, Inc .....	Paul Loeb .....	American Backhaulers, Inc.
20000744 .....	Paul Loeb .....	C.H. Robinson Worldwide, Inc .....	C.H. Robinson Worldwide, Inc.
20000774 .....	Trident II, L.P .....	Loews Corporation .....	AMS Services, Inc.
20000793 .....	Hampshire Equity Partners II, L.P .....	Industrial Powder Coatings Acquisition, Corp.	Industrial Powder Coatings Acquisition, Corp.
20000805 .....	Delphi Automotive Systems Corporation	TRW Inc .....	Lucas Diesel do Brasil Ltda, Lucas Diesel S.A. de C.V., Lucas Limited, Kelsey-Hayes Company.

**Transactions Granted Early Termination—12/09/1999**

20000540 .....	Liz Claiborne, Inc .....	Donna Karan International Inc .....	Donna Karan Studio.
20000581 .....	Orius Corporation .....	Willis Stein & Partner II, L.P .....	LISN Holdings, Inc.
20000582 .....	Willis Stein & Partners II, L.P .....	Orius Corporation .....	LISN Holdings, Inc.
20000677 .....	J.H. Whitney IV, L.P .....	Knology, Inc .....	Knology, Inc.
20000702 .....	Willis Stein & Partnerse II, L.P .....	Electronic Data Systems Corporation ...	Appex, Inc.
20000705 .....	AXA Reinsurance Company .....	White Mountains Insurance Group, Inc	USF Reinsurance Company.
20000738 .....	Corning Incorporated .....	Oak Industries Inc .....	Oak Industries Inc.
20000762 .....	VerticalNet, Inc .....	Henry J. Bertolon, Jr .....	NECX Exchange Trust.
20000763 .....	Seagate Technology, Inc .....	XIOtech Corporation .....	XIOtech Corporation.
20000766 .....	RadiSys Corporation .....	International Business Machines Corporation.	International Business Machines Corporation.
20000768 .....	Borden Chemicals and Plastics Limited Partnership.	BASAF Aktiengesellschaft .....	BASF Corporation.
20000772 .....	The Interpublic Group of Companies ....	William and Suzanne Gordon .....	Graphic Orb, Inc.
20000773 .....	AutoNation, Inc .....	Estate of James M. Kline .....	Kline Tysons Imports, Inc.

Trans #	Acquiring	Acquired	Entities
20000775 .....	Saint Vincents Catholic Medical Centers of New York.	Catholic Medical Center of Brooklyn and Queens, Inc.	Catholic Medical Center of Brooklyn and Queens, Inc., CMC Professional Registry, Inc., Queensbrook Insurance Ltd.
20000776 .....	St. Vincent's Hospital & Med. Center of New York.	Sisters of Charity Services Corporation	Sisters of Charity Services Corporation.
20000777 .....	Saint Vincents Catholic Medical Centers of New York.	St. Vincent's Catholic Med. Centers of New York.	St. Vincent's Catholic Med. Centers of New York.

**Transactions Granted Early Termination—12/10/1999**

20000622 .....	FS Equity Partners IV, L.P., a Delaware limited partnership.	Medical Arts Press, Inc. ....	Medical Arts Press, Inc.
20000694 .....	Icicle Seafoods, Inc. ....	NV Investment Holdings I, Inc. ....	NV Investment Holdings I, Inc.
20000742 .....	Ingersoll-Rand Company .....	Ingersoll-Rand Company .....	Ingersoll-Dresser Pump Company.
20000743 .....	Ingersoll-Rand Company .....	Halliburton Company .....	Dresser-Rand Company.
20000751 .....	Cabletron Systems, Inc .....	Efficient Networks, Inc .....	Efficient Networks, Inc.
20000752 .....	Efficient Networks, Inc .....	Cabletron Systems, Inc .....	FlowPoint Corp.
20000779 .....	Fleet Boston Corporation .....	Arvig Enterprises, Inc .....	Info Tel Communications, Inc.
20000780 .....	Fleet Boston Corporation .....	Gilroy G. Arvig .....	Info Tel Communications, Inc.
20000782 .....	Suez Lyonnaise des Eaux .....	Monsanto Company .....	Kelco Company, Monterey Kelp Corporation.
20000784 .....	Phillips Petroleum Company .....	Kinder Morgan, Inc .....	MidCon Gas Products of New Mexico Corp.
20000790 .....	Jay S. Walker .....	priceline.com Incorporated .....	priceline.com Incorporated.
20000799 .....	KT Holding Company .....	Arbitrade Holdings, LLC .....	Arbitrade Holdings, LLC.
20000803 .....	Hoechst Aktiengesellschaft .....	ARIAD Pharmaceuticals, Inc .....	Hoechst-ARIAD Genomics Center, LLC.
20000807 .....	StoneBridge Partners Equity Fund II, L.P.	James A. Johnston .....	Johnson & Johnston Associates, Inc.
20000811 .....	C. Richard Reese .....	Pierce Leahy Corp .....	Pierce Leahy Corp.
20000812 .....	Vincent J. Ryan .....	Pierce Leahy Corp .....	Pierce Leahy Corp.
20000813 .....	B. Thomas Golisano .....	Pierce Leahy Corp .....	Pierce Leahy Corp.
20000814 .....	Kent P. Dauten .....	Pierce Leahy Corp .....	Pierce Leahy Corp.
20000815 .....	Efraim Gildor .....	KT Holding Company .....	KT Holding Company.
20000816 .....	Irvin Kessler .....	KT Holding Company .....	KT Holding Company.
20000817 .....	Peter Hajas .....	KT Holding Company .....	KT Holding Company.
20000819 .....	Caledonia Investments Plc .....	Sterling Industries Plc .....	Sterling Industries Plc.
20000824 .....	Linsalata Capital Partners Fund III, L.P	Gerald A. Conway .....	Fasteners For Retail, Inc.
20000825 .....	First Data Corporation .....	Wells Fargo & Company .....	Wells Fargo & Company.
20000827 .....	U.S. Foodservice .....	David L. Reese .....	Parkway Provision Company ET AL.
20000829 .....	General Electric Company .....	The Arthur Coren Declaration of Trust dated 12/2/87.	Zenith Controls, Inc.
20000836 .....	Gerald W. Schwartz .....	Hadley Family Trust—1985 .....	Hadley Auto Transport, HFS Investments, Inc., Hadley Computer Services, Inc.
20000838 .....	Crown Castle International Corp .....	Virginia PCS Alliances, LC .....	Virginia PCS Alliances, LC.
20000849 .....	Siemens Aktiengesellschaft .....	Eaton Corporation .....	Vickers, Incorporated.
20000850 .....	Anglo American plc .....	Tarmac Plc .....	Tarmac Plc.
20000853 .....	General Motors Corporation .....	Jeffrey K. Wetzal .....	Rick Warner Saturn of Salt Lake, Inc.
20000854 .....	Vulcan Materials Company .....	Garves W. Yates & Sons, Inc .....	Garves W. Yates & Sons, Inc.
20000856 .....	Conestoga Enterprises, Inc .....	TeleBeam, Incorporated .....	TeleBeam, Incorporated.
20000861 .....	Wells Fargo & Company .....	Paul B. Milhous .....	Carson Industries, Inc.
20000862 .....	Wells Fargo & Company .....	Robert E. Milhous .....	Carson Industries, Inc.
20000863 .....	Doctors Community Healthcare Corporation.	The Greater Southeast Community Hospital Foundation, Inc.	The Greater Southeast Community Hospital Foundation, Inc.
20000864 .....	John L. Morris .....	Bass Pro, Inc .....	Bass Pro, Inc.
20000865 .....	Gaylord Entertainment Company .....	Bass Pro, Inc .....	Bass Pro, Inc.
20000866 .....	J.W. Childs Equity Partners II, L.P .....	Bass Pro, Inc .....	Bass Pro, Inc.
20000870 .....	Bally Total Fitness Holdings Corporation	Jack E. & Deane T. Garrison .....	Nautilus Plus of Oregon, Inc.
20000876 .....	Building One Services Corporation .....	David Stone and Jennifer Stone .....	Tri States Electric Acquisition Corp., Tri-States Acq. Corp.
20000879 .....	George S. Hofmeister .....	TRW Inc .....	Kelsey-Hayes Company, Kelsey-Hayes Canada Ltd.
20000880 .....	The FINOVA Group Inc .....	Fremont General Corporation .....	Fremont General Corporation.
20000885 .....	Dag Landvik .....	Tempur World, Inc .....	Tempur World, Inc.
20000888 .....	Mr. Eric T. Jacobsen .....	Sybase, Inc .....	Sybase, Inc.
20000889 .....	Mr. Daniel M. Schley .....	Sybase, Inc .....	Sybase, Inc.
20000892 .....	Media/Communications Partners III Limited Partnership.	Teltrust, Inc .....	Teltrust, Inc.
20000893 .....	BP Amoco p.l.c .....	Repsol, S.A .....	Repsol, S.A.
20000894 .....	Hong Leong Investment Holdings Pte Ltd.	Lo Yuk Sui .....	Gateway Holding Corp. I, Regal Grand Holding Corp. I, RHI Boston Holding Corp. I, RHM Holdings Corp. I, Richfield Holding Corp. I.

Trans #	Acquiring	Acquired	Entities
20000895 .....	OCM Principal Opportunities Fund, L.P	TCW Special Credits Fund V—The Principal Fund.	New Bristol Farms, Inc.
20000899 .....	HAL Trust .....	Cole National Corporation .....	Cole National Corporation.
20000906 .....	Tyco International, Ltd .....	Eric R. Cosman .....	Radionics, Inc.
20000912 .....	First Union Corporation .....	Hosokawa Micron Corporation .....	Hosokawa Micron Corporation.
20000922 .....	Clear Channel Communications, Inc .....	Clear Channel Communications, Inc .....	CCC-Houston AM, Ltd.
20000926 .....	Industrial Growth Partners, L.P .....	Louisiana-Pacific Corporation .....	Associated Chemists, Inc.
20000928 .....	Royal KPN N.V .....	Euroweb International Corp .....	Euroweb International Corp.
20000930 .....	Olympus Growth Fund III, L.P .....	Doane Pet Care Enterprises, Inc .....	Doane Pet Care Enterprises, Inc.

**Transactions Granted Early Termination—12/13/1999**

20000660 .....	Johnson & Johnson .....	Cygnus, Inc .....	Cygnus, Inc.
20000689 .....	The Coastal Corporation .....	TransCanada PipeLines Limited .....	TransCanada Energy Marketing Inc., TransCanada Gas Processing USA Inc.
20000904 .....	Repsol, S.A .....	Repsol, S.A .....	Repsol, S.A.
20000917 .....	Jack P. Cook, Jr .....	Louis D. Root .....	Root Corporation.

**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, DC 20580, (202) 326-3100.

By direction of the Commission.

**Donald S. Clark,**

Secretary.

[FR Doc. 00-261 Filed 1-5-00; 8:45 am]

BILLING CODE 6750-01-M

**FEDERAL TRADE COMMISSION**

[File No. 991-0167]

**MacDermid, Inc., 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 January 21, 2000.

**ADDRESSES:** Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pennsylvania Ave., NW, Washington, D.C. 20580.

**FOR FURTHER INFORMATION CONTACT:** Morris Bloom, FTC/S-3418, 600 Pennsylvania Ave., NW, Washington, D.C. 20580. (202) 326-2707.

**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 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 December 22, 1999), 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, 600 Pennsylvania Avenue, NW, Washington, D.C. 20580, either in person or by calling (202) 326-3627.

Public comment is invited. Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pennsylvania Ave., NW, Washington, D.C. 20580. Two paper copies of each comment should be filed, and should be accompanied, if possible, by a 3½ inch diskette containing an electronic copy of the comment. 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 Orders ("Agreement") from MacDermid, Inc. ("MacDermid") and Polyfibron

Technologies, Inc. ("Polyfibron") to resolve competitive concerns arising out of MacDermid's proposed acquisition of Polyfibron. The Agreement includes a proposed Decision and Order (the "proposed Order") which would require MacDermid and Polyfibron ("respondents") to divest the Polyfibron business of producing and selling liquid photopolymers; to terminate their respective agreements to distribute sheet photopolymers in North America (MacDermid's 1998 distribution agreement with Asahi Chemical Industry Co., Ltd. ("Asahi"), and Polyfibron's 1995 distribution agreement with BASF Lacke + Farben AG ("BASF")); and to cease and desist from inviting, entering into or participating in any agreements with other photopolymer manufacturers that have as their effect any allocation, division or illegal restriction of competition. The Agreement also includes an Order to Maintain Assets which requires respondents to preserve the Polyfibron business of producing and selling liquid photopolymers as a viable, competitive, and ongoing business until the divestiture is achieved.

The proposed Order has been placed on the public record for thirty (30) days for reception of comments by interested persons. Comments received during this period will become part of the public record. After thirty (30) days, the Commission will review the Agreement and comments received and decide whether to withdraw its acceptance of the Agreement or make final the Agreement's proposed Order.

The proposed complaint alleges that the acquisition, if consummated, would violate Section 7 of the Clayton Act, 15 U.S.C. 18, as amended, and Section 5 of the Federal Trade Commission Act ("FTC Act"), 15 U.S.C. 45, as amended,