

By Order of the Federal Maritime Commission.

**Joseph C. Polking,**

*Secretary.*

[FR Doc. 98-649 Filed 1-9-98; 8:45 am]

BILLING CODE 6730-01-M

## FEDERAL RESERVE SYSTEM

### Change in Bank Control Notices; Acquisitions of Shares of Banks or Bank Holding Companies

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12 CFR 225.41) to acquire a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

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 January 26, 1998.

**A. Federal Reserve Bank of Atlanta** (Lois Berthaume, Vice President) 104 Marietta Street, N.W., Atlanta, Georgia 30303-2713:

1. *Billy Gene Matthews*, Abbeville, Louisiana; *Juanette Matthews*, Abbeville, Louisiana; *Billy Gene Matthews, Jr.*, Youngsville, Louisiana; *Louis Matthews*, Natalia, Texas; *Nancy Ann Matthews*, Kaplan, Louisiana; and *Whitney J. Matthews*, Abbeville, Louisiana; to acquire the voting shares of *Vermilion Bancshares, Inc.*, Kaplan, Louisiana, and thereby indirectly acquire *Vermilion Bank & Trust Company*, Kaplan, Louisiana.

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

1. *Lester Asher McKinley*, DeWitt, Arkansas; and *Georgea McKinley Greaves*, Greenville, South Carolina, to acquire voting shares of *DeWitt First Bankshares Corporation*, DeWitt, Arkansas, and thereby indirectly acquire *First National Bank of DeWitt*, DeWitt, Arkansas.

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

1. *Pieschel Family Limited Partnership*, Springfield, Minnesota;

*Paul D. Pieschel*, *Peggy A. Van Hoomissen*, *Martha J. Pieschel*, and *Mary E. Esselman*, as general partners, and *G.M. Pieschel*, and *Shirley J. Pieschel*, as limited partners, all of Springfield, Minnesota; to acquire the voting shares of *Springfield Investment Company*, Springfield, Minnesota, and thereby indirectly acquire *Farmers and Merchants State Bank of Springfield*, Springfield, Minnesota.

Board of Governors of the Federal Reserve System, January 6, 1998.

**Jennifer J. Johnson,**

*Deputy Secretary of the Board.*

[FR Doc. 98-667 Filed 1-9-98; 8:45 am]

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## 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 February 5, 1998.

**A. Federal Reserve Bank of Atlanta** (Lois Berthaume, Vice President) 104 Marietta Street, N.W., Atlanta, Georgia 30303-2713:

1. *Tarpon Coast Bancorp, Inc.*, Port Charlotte, Florida; to become a bank holding company by acquiring 100

percent of the voting shares of *Tarpon Coast National Bank*, Port Charlotte, Florida.

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

1. *TSB Bankshares, Inc.*, Lomira, Wisconsin; to become a bank holding company by acquiring 100 percent of the voting shares *Theresa State Bank*, Lomira, Wisconsin.

**C. Federal Reserve Bank of Dallas** (Genie D. Short, Vice President) 2200 North Pearl Street, Dallas, Texas 75201-2272:

1. *Harlingen Bancshares, Inc.*, La Feria, Texas; to acquire 100 percent of the voting shares of *Lower Rio Grande Valley Bancshares, Inc.*, La Feria, Texas, and thereby indirectly acquire *First National Bank*, La Feria, Texas.

Board of Governors of the Federal Reserve System, January 6, 1998.

**Jennifer J. Johnson,**

*Deputy Secretary of the Board.*

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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 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 26, 1998.

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

1. *Ambank Company, Inc.*, Sioux Center, Iowa; to engage *de novo* through its subsidiary Amlend Mortgage Services, Inc., Sioux Center, Iowa in real estate appraisal services pursuant to § 225.28(b)(2)(i) of the Board's Regulation Y.

Board of Governors of the Federal Reserve System, January 6, 1998.

**Jennifer J. Johnson,**

*Deputy Secretary of the Board.*

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BILLING CODE 6210-01-F

## FEDERAL TRADE COMMISSION

[File No. 981-0081]

### TRW 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 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 March 13, 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, Federal Trade Commission, 6th & Pennsylvania Ave., NW, H-374, Washington, DC 20580. (202) 326-2932. George S. Cary, Federal Trade Commission, 6th & Pennsylvania Ave., NW, H-374, Washington, DC 20580. (202) 326-3741.

**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 December 24, 1997), 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 a proposed Consent Order from TRW Inc. ("TRW"), under which TRW will be required to divest all of the assets relating to the provision of systems engineering and technical assistance ("SETA") services in support of the Department of Defense's Ballistic Missile Defense Organization ("BMDO").

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 proposed Consent Order and the comments received, and will decide whether it should withdraw from the proposed Consent Order or make final the proposed Order.

On November 20, 1997, TRW and BDM International Inc. ("BDM") entered into an Agreement and Plan of Merger whereby TRW will acquire all of the issued and outstanding common shares of BDM for approximately \$942 million. The proposed Complaint alleges that the acquisition, if consummated, would violate 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 the market for the research, development, manufacture and sales of a Ballistic Missile Defense System.

The United Missile Defense Corporation, a joint venture including TRW, is one of only two competitors for the Ballistic Missile Defense Organization's Lead Systems Integrator ("LSI") contract, and BDM is the Ballistic Missile Defense Organization's sole supplier of SETA services for the LSI program. In its capacity as SETA

contractor for the LSI program, BDM is charged with the responsibility for, among other things, developing technical and other specifications for the LSI procurement, assessing bid and other proposals submitted by the two competitors, and evaluating the cost and quality performance of the winning bidder. If the proposed acquisition takes place, TRW, one of the two LSI competitors, would become the LSI SETA contractor as well.

The proposed acquisition of BDM by TRW raises antitrust concerns in two areas. First, to perform the function of SETA contractor for the LSI program, it is necessary for BDM to obtain a great deal of highly competitively sensitive information from the two LSI competitors. If TRW acquires BDM, and thus becomes the SETA contractor, TRW will have access to this information from its only LSI program competitor. Access to this information may enable TRW to raise prices for the LSI contract by bidding less aggressively than it otherwise would. Second, if TRW assumes the role of LSI SETA contractor, it may be able to anticompetitively favor itself and disfavor its competitor in a variety of ways, such as setting unfair procurement specifications or submitting unfair performance evaluations.

The proposed Consent Order requires TRW to divest BDM's SETA services contract with the BMDO, including its SETA responsibilities for the LSI program, and all of BDM's assets associated with the performance of that contract, within one hundred and twenty (120) days from the date TRW consummates its proposed acquisition of BDM. The proposed Consent Order states that this divestiture shall be to an acquirer approved by the Commission and the Department of Defense. If TRW fails to divest the assets within one hundred and twenty (120) days from the date it consummates the proposed acquisition of BDM, a trustee may be appointed to accomplish the divestiture. An Agreement to Hold Separate signed by TRW provides that until BDM's SETA services contract is divested, BDM's SETA services business will be operated independently of TRW. The proposed Consent Order also requires TRW to provide technical assistance to the acquirer for a period of one (1) year, at the request of either the acquirer or the Ballistic Missile Defense Organization.

The Order also requires TRW to provide the Commission a report of compliance with the divestiture