

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.

TRANSACTION GRANTED EARLY TERMINATION

ET date	Trans No.	ET req status	Party name
21-DEC-98	19990840	G	John J. Rigas.
		G	MediaOne Group, Inc.
		G	MediaOne of Virginia.
	19990854	G	MediaOne Fiber Technologies, Inc.
		G	Building One Services Corporation.
		G	James R. Sanders, Jr.
	19990861	G	Sanders Brothers, Inc.
		G	General Motors Corporation.
		G	Koenig & Strey, Inc.
	19990865	G	Koenig & Strey, Inc.
		G	DKK Holding Company, Ltd.
		G	Republic Industries, Inc.
	19990868	G	Republic Industries, Inc.
		G	ITOCHU Corporation.
		G	Walter E. Jones, Jr.
	19990870	G	Middle Georgia Textile Co., Middle Georgia Mfg. Co., Inc.
		G	The Lundbeck Foundation.
		G	Crompton & Knowles Corporation.
	19990871	G	Ingredient Technology Corporation.
		G	Tele-Communications Inc. (or AT&T).
		G	Tele-Communications Inc. (or AT&T).
	19990872	G	Beatrice Cable TV Company, Northern Video, Inc.
		G	TCI American Cable Holdings, L.P.
		G	Mitsui & Co., Ltd.
	19990874	G	Champions Pipe & Supply, Inc.
		G	Champions Pipe & Supply, Inc.
		G	Discovery Communications, Inc.
	19990879	G	CBS Corporation.
		G	CBS Broadcasting, Inc.
		G	MBNA Corporation.
	19990882	G	Dominion Resources, Inc.
		G	OptaCor Financial Services Company.
		G	SOFTBANK Corp.
	19990898	G	Masayoshi Son.
		G	ZDTV, LLC.
		G	J.W. Childs Equity Partners II, L.P.
	19990911	G	Everett R. Dobson Irrevocable Family Trust.
		G	Dobson Communications Corporation.
		G	The Walt Disney Company.
22-DEC-98	19990664	G	The New York Times Company.
		G	The New York Times Electronic Media Company.
		G	Barlow Limited.
	19990686	G	Geneva Corporation.
		G	Geneva Corporation.
		G	TA/Advent VIII, L.P.
	19990687	G	NetScout Systems, Inc.
		G	NetScout Systems, Inc.
		G	UPMC Health System, Inc.
	19990739	G	University of Pittsburgh—Of the Commonwealth Syst.
		G	University of Pittsburgh Faculty Practice Plans.
		G	Deutsche Babcock Aktiengesellschaft.
	19990852	G	Phillip P. Holzman AG.
		G	Steinmuller Verwaltungsgesellschaft mbH.
		G	Lifetouch Inc. Employee Stock Ownership Trust.
	19990855	G	Olan Mills II.
		G	Olan Mills School Portraits, Inc.
		G	Kellstrom Industries, Inc.
		G	Jeffrey J. Steiner.

TRANSACTION GRANTED EARLY TERMINATION—Continued

ET date	Trans No.	ET req status	Party name
23-DEC-98	19990875	G	Solair, Inc.
		G	The Monarch Machine Tool Company.
		G	Derlan Industries Limited.
	19990876	G	CFG Corporation.
		G	Lawrence J. Ellison.
		G	Nextera Enterprises, Inc.
	19990904	G	Nextera Enterprises, Inc.
		G	Misys plc.
		G	C*ATS Software Inc.
	19990918	G	C*ATS Software Inc.
		G	Falcon Building Products, Inc.
		G	Penn Ventilation Companies, Inc.
	19990623	G	Penn Ventilation Companies, Inc.
		G	Maxwell Technologies, Inc.
		G	Space Electronics, Inc.
	19990695	G	Space Electronics, Inc.
		G	Siebe plc.
		G	Mark K. Goldstein, Ph.D.
	19990738	G	Quantum Group, Inc.
		G	ITT Industries, Inc.
		G	Water Pollution Control Corporation.
28-DEC-98	19990746	G	Water Pollution Control Corporation.
		G	Serologicals Corporation.
		G	Bayer AG.
29-DEC-98	19990772	G	Bayer Corporation.
		G	Quintiles Transnational Corp.
		G	Hoechst Aktiengesellschaft.
	19990837	G	Hoechst Aktiengesellschaft.
		G	Stoneridge, Inc.
		G	Charles J. Hire.
	19990935	G	Hi-Stat Manufacturing Company, Inc.
		G	Apollo Investment Fund, IV, L.P.
		G	National Financial Services Company, Inc.
	19990213	G	National Financial Services Company, Inc.
		G	Laguanitas Partners.
		G	Modtech Holdings, Inc.
	19990750	G	Modtech Holdings, Inc.
		G	BellSouth Corporation.
		G	Fruit Growers Supply Co.
	19990770	G	Fruit Growers Supply Co.
		G	Central Reserve Life Corporation.
		G	Western and Southern Life Insurance Company.
	19990797	G	Continental General Corporation.
		G	Certified Grocers of California, Ltd.
		G	Michael A. Webb.
	19990810	G	Sav Max Foods, Inc.
		G	Seagull Engery Corporation.
		G	Ocean Energy, Inc.
	19990812	G	Ocean Energy, Inc.
		G	Triarc Companies, Inc.
		G	Ascent Entertainment Group, Inc.
	19990813	G	Ascent Entertainment Group, Inc.
		G	Kerry Francis Bullmore Packer.
		G	Ascent Entertainment Group, Inc.
	19990834	G	Ascent Entertainment Group, Inc.
		G	ALLIANCE National Incorporated.
		G	Reckson Service Industries, Inc.
	19990835	G	Reckson Office Center LLC, Interoffice Superholding LLC.
		G	Reckson Service Industries, Inc.
		G	ALLIANCE National Incorporated.
	19990846	G	ALLIANCE National Incorporated.
		G	Henry Schein, Inc.
		G	Randal J. Kirk.
	19990857	G	Biological and Popular Culture, Inc.
		G	Synetic, Inc.
		G	David Kipp.
	19990858	G	The Kipp Group, Inc.
		G	Synetic, Inc.
		G	James Kipp.
29-DEC-98	19990859	G	The Kipp Group, Inc.
		G	David Kipp.

TRANSACTION GRANTED EARLY TERMINATION—Continued

ET date	Trans No.	ET req status	Party name
30-DEC-98	19990862	G	Synetic, Inc.
		G	Synetic, Inc.
		G	Freedom Securities Corporation.
		G	Allied Irish Banks, p.l.c.
	19990867	G	Hopper Soliday & Co., Inc.
		G	General Electric Company.
		G	Daimler Chrysler AG (a German corporation).
		G	Daimler Chrysler AG (a German corporation).
	19990892	G	James C. and Cherie H. Flores.
		G	Seagull Energy Corporation.
		G	Seagull Energy Corporation.
	19990896	G	Flores Family Limited Partnership.
		G	Seagull Energy Corporation.
		G	Seagull Energy Corporation.
	19990941	G	Steelcase Inc.
		G	Jonathan Landsberg.
		G	J.M. Lynne Co., Inc.
	19990942	G	Steelcase Inc.
		G	Michael Landsberg.
		G	J.M. Lynne Co., Inc.
	19990945	G	Heartwood Forestland Fund II, L.P.
		G	The Mead Corporation.
		G	Escabana Paper Company.
	19984583	S	The British Petroleum Company p.l.c.
		S	Amoco Corporation.
		S	Amoco Corporation.
	19984614	G	Platinum technology, inc.
		G	Memco Software Ltd.
		G	Memco Software Ltd.
	19990759	G	MCC Aerospace, LLC
		G	Y.F. International, Ltd.
		G	Y.F. Americas Inc.
	19990929	G	The Prudential Insurance Company of America.
		G	Edward A. Erbesfield.
		G	PAR/Georgia, Inc.
	19990948	G	PRFS/Georgia, Inc.
		G	Referral Associates of Georgia, Inc.
		G	Datatec Limited
	19990960	G	Paul E. Hodges, III.
		G	Bloomfield Computer Systems Inc.
		G	MBNA Corporation.
	19991000	G	ABN AMRO Holding, N.V.
		G	European American Bank, LaSalle Bank National Assoc.
		G	Standard Federal Bank, LaSalle Natl Bank, LaSalle Bank, FSB.
31-DEC-98	19991000	G	Washington Mutual, Inc.
		G	Search Liquidating Trust.
		G	Search Liquidating Trust.
	19990727	G	RPM, Inc.
		G	Thomas Schmidheiny.
		G	Euclid Chemical Company.
	19990818	G	FirstHealth of the Carolinas, Inc.
		G	Richmond Memorial Hospital, Inc.
		G	Richmond Memorial Hospital, Inc.
	19990851	G	BankAmerica Corporation.
		G	Jack Emerick.
		G	K&K Screw Products, Inc.
	19990873	G	University of Maryland Medical System Corporation.
		G	Maryland General Health Systems, Inc.
		G	Maryland General Health Systems, Inc.
	19990883	G	Maryland General Home Health Agency, Inc.
		G	Global Private Equity III Limited Partnership.
		G	Samir Rehani.
	19990887	G	Euro United Corporation.
		G	Hollinger Inc.
		G	Community Newspaper Holdings, Inc.
	19990897	G	Newspaper Holdings, Inc.
		G	Allied Digital Technologies Corp.
		G	Vaughn Communications, Inc.
	19990900	G	Vaughn Communications, Inc.
		G	Associates First Capital Corporation.
		G	Royal Dutch Petroleum Company.

TRANSACTION GRANTED EARLY TERMINATION—Continued

ET date	Trans No.	ET req status	Party name
	19990902	G	Equilon Enterprises LLC.
		G	Sumner M. Redstone.
		G	Trient Partners I, Ltd.
		G	Trient Partners I, Ltd.
	19990905	G	Seagram Company Ltd., The.
		G	Seven Network Limited.
		G	Brillstein-Grey Entertainment.
	19990910	G	Kellwood Company.
		G	Koret, Inc.
		G	Koret, Inc.
	19990912	G	Vivendi S. A.
		G	Cendant Corporation.
		G	Cendant Software Corporation.
	19990922	G	Chancellor Media Corporation.
		G	Canadian Imperial Bank of Commerce.
		G	Triumph Outdoor Holdings, LLC.
	19990924	G	Brentwood Associates Buyout II, L.P.
		G	David Seewack.
		G	Associated Brake Supply, Inc.
		G	Onyx Distribution, Inc.
	19990925	G	Brentwood Associates Buyout Fund II, L.P.
		G	Scott Spiwak.
		G	Associated Brake Supply, Inc.
		G	Onyx Distribution, Inc.
	19990927	G	Thomas H. Lee Equity Fund IV, L.P.
		G	Metris.
		G	Metris.
	19990928	G	PC-Tel, Inc.
		G	General DataComm Industries, Inc.
		G	General DataComm, Inc.
	19990930	G	Springs Industries, Inc.
		G	John J. & Janet Handorf-Foley (Husband and Wife).
		G	American Fiber Industries, LLC.
	19990937	G	Martin J. Granoff.
		G	Kellwood Company.
		G	Kellwood Company.
	19990938	G	EMAP Plc.
		G	Willis Stein & Partners, L.P.
		G	The Peterson Companies, Inc.
	19990939	G	Crown Group, Inc.
		G	Bill Fleeman.
		G	Fleeman Holding Company.
	19990943	G	Tree Top, Inc.
		G	Seneca Foods Corporation.
		G	Seneca Foods Corporation.
	19990944	G	United HealthCare Corporation.
		G	Dental Benefit Providers, Inc.
		G	Dental Benefit Providers, Inc.
	19990950	G	Tyco International Ltd.
		G	Entergy Corporation.
		G	Entergy Security Corporation.
	19990951	G	Herman J. Russell.
		G	Herman J. Russell.
		G	Concessions II Joint Venture.
	19990952	G	ARAMARK Corporation.
		G	Viad Corp.
		G	Restaura, Inc.
	19990956	G	Sandvik AB.
		G	William D. and Suzanne M. McEntire.
		G	Widmar, Inc., NII, Incorporated.
	19990957	G	E-Z Mart Stores, Inc.
		G	Tosco Corporation.
		G	Circle K Stores, Inc.
	19990961	G	Primax Electronics Ltd.
		G	Visioneer, Inc.
		G	Visioneer, Inc.
	19990966	G	Barnett Inc.
		G	Waxman Industries, Inc.
		G	WOC Inc.
	19990968	G	Alberto-Culver Company.
		G	The Estate of Robert Malin.

TRANSACTION GRANTED EARLY TERMINATION—Continued

ET date	Trans No.	ET req status	Party name
	19990977	G	Ace Beauty Companies.
		G	Tyco International Ltd.
		G	Sage Products, Inc.
		G	Sage Products, Inc.
	19991012	G	Societe Nationale d'Exploitation Industrielle des Tabac.
		G	Ronald O. Perelman.
		G	Consolidated Cigar Holdings, Inc.

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.

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FEDERAL TRADE COMMISSION

[File No. 9910040]

ABB AB 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 March 22, 1999.

ADDRESSES: Comments should be directed to: FTC/Office of the Secretary, Room 159, 600 Pa. Ave., N.W., Washington, D.C. 20580.

FOR FURTHER INFORMATION CONTACT:

Pamela Taylor or Ann Malester, FTC/S-2308, 601 Pa. Ave., N.W., Washington, D.C. 20580, (202) 326-2237 or 326-2820.

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 8, 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, 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 ABB AB and ABB AG (hereinafter collectively "ABB"), which is designed to remedy the anticompetitive effects resulting from ABB's acquisition of Elsig Bailey Process Automation N.V. ("Elsig Bailey"). Under the terms of the agreement, ABB will be required to divest the Analytical Division of Elsig Bailey's Applied Automation, Inc. subsidiary, which is involved in the manufacture and sale of process gas chromatographs and the research and development of process mass spectrometers, to a Commission-approved buyer within six (6) months. If the sale of these assets is not made within six (6) months, the Commission may appoint a trustee to divest Elsig Bailey's entire Applied Automation, Inc. subsidiary.

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.

Pursuant to an October 26, 1998 cash tender offer, ABB agreed to acquire 100% of the issued and outstanding voting securities of Elsig Bailey for \$1.1 billion. 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 markets for process gas chromatographs and process mass spectrometers.

Process gas chromatographs are analytical instruments used in process manufacturing applications to measure the chemical composition of a gas or a liquid by separating a sample into its individual components through selective chemical interaction or solubility, and measuring the separated components using a detector. ABB and Elsig Bailey are the world's two leading suppliers of process gas chromatographs.

ABB is also one of the world's leading suppliers of process mass spectrometers. Process mass spectrometers are analytical instruments used in process manufacturing applications to determine the chemical composition of a gas or vapor stream by taking a sample, ionizing the sample, separating the ions for a particular atomic or molecular species by their mass to charge ratio and measuring the concentrations using a detector. While Elsig Bailey does not currently manufacture process mass spectrometers, it is involved in the research and development of a process mass spectrometer which it plans to begin manufacturing and selling in 1999. Thus, Elsig Bailey is an actual potential competitor in the market for process mass spectrometers.

The worldwide process gas chromatograph market is highly concentrated, and the proposed acquisition would substantially increase concentration in that market. The acquisition would result in a Herfindahl-Hirschman Index ("HHI") of 4,764 points, which is an increase of 2,310 points over the pre-acquisition HHI level. The combined firm would have a market share of almost 70%. By eliminating competition between the top two competitors in this highly concentrated market, the proposed acquisition would allow ABB to unilaterally exercise market power, thereby increasing the likelihood that process gas chromatograph customers would be forced to pay higher prices and that innovation in the process gas chromatograph market would decrease.

The worldwide process mass spectrometer market is also highly concentrated, with a pre-acquisition HHI of 4,150. Although Elsig