Pleasant Plains State Bank, Pleasant Plains, Illinois.

Board of Governors of the Federal Reserve System, September 3, 2002. **Robert deV. Frierson,** *Deputy Secretary of the Board.* [FR Doc. 02–22775 Filed 9–6–02; 8:45 am] **BILLING CODE 6210–01–8**

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 (12 U.S.C. 1843). Unless otherwise noted, nonbanking activities will be conducted throughout the United States. Additional information on all bank holding companies may be obtained from the National Information Center website at www.ffiec.gov/nic/.

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 October 3, 2002.

A. Federal Reserve Bank of St. Louis (Randall C. Sumner, Vice President) 411 Locust Street, St. Louis, Mississippi 63166–2034:

1. Commerce Holding Corporation, Corinth, Missouri; to become a bank holding company by acquiring 100 percent of the voting shares of Commerce National Bank, Corinth, Mississippi.

2. Kilmichael Bancorp, Inc., Kilmichael, Mississippi; to become a bank holding company by acquiring 100 percent of the voting shares of Bank of Kilmichael, Kilmichael, Mississippi.

B. Federal Reserve Bank of Kansas City (Susan Zubradt, Assistant Vice President) 925 Grand Avenue, Kansas City, Missouri 64198–0001:

1. Healthcare Bancorp, Inc., Broken Arrow, Oklahoma; to become a bank holding company by acquiring 100 percent of the voting shares of Federal BankCentre, Broken Arrow, Oklahoma. Board of Governors of the Federal Reserve System, September 3, 2002.

Robert deV. Frierson,

Deputy Secretary of the Board. [FR Doc. 02–22774 Filed 9–6–02; 8:45 am] BILLING CODE 6210–01–S

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 No.	Acquiring	Acquired	Entities			
Transactions Granted Early Termination—08/05/2002						
20021022 20021031	Kinross Gold Corporation Pekka Herlin	Echo Bay Mines Ltd Partek Corporation	Echo Bay Mines Ltd. Partek Corporation.			
Transactions Granted Early Termination—08/08/2002						
20020960 20021027 20021035 20021036 20021045	Bunge Limited Varco International, Inc Joseph E. Wagner WPS Resources Corporation Wachovia Corporation	Italenergia Spa ICO, Inc John L Rust & Donna G Rust Calpine Corporation Cameron M. Harris	Cereol S.A. ICO Worldwide, Inc. John L. Rust Company. De Pere Energy, L.L.C. Cameron M. Harris & Company.			
Transactions Granted Early Termination—08/12/2002						
20021003 20021033 20021047 20021048 20021051	Koninklijke BAM NBM N.V Newmont Mining Corporation FTI Consulting, Inc Long Point Capital Fund, L.P KKR European Fund, Limited Partner- ship.	Grupo Dragados SA Kinross Gold Corporation PriceWaterhouseCoopers LLP Okaw Buildings, Inc Siemens AG	Hollandsche Beton Groep N.W. Kinross Gold Corporation. PriceWaterhouseCoopers LLP. Okaw Buildings, Inc. Demag Cranes and Components GmbH & Co. KG. Gottwald Port Technology GmbH & Co. KG. Mannesmann Plastics Machinery AG. Power Generation Ceramics. Siemens European Network Services. Siemens Metering GmbH & Co. KG. Stabilus GmbH.			

Trans No.	Acquiring	Acquired	Entities
20021053	Stronach Trust	Joseph A. DeFrancis	Laurel Racing Association Limited part nership. Pimlico Racing Association, Inc.
20021055	Wellspring Capital Partners II, L.P	International Multifoods Corporation	Multifoods Distribution Management
20021057	Alliant Energy Corporation	Mirant Corporation	Mirant Neenah, LLC.
	Transactions G	ranted Early Termination—08/13/2002	
20021017 20021025	Headwaters Incorporated EG&G Technical Services Holdings, L.L.C.	Industrial services Group, Inc URS Corporation	Industrial Services Group, Inc. URS Corporation.
20021044	L.L.C. Anixter International Inc	Pentacon, Inc	JIT Holdings, Inc. Pentacon Aerospace Group, Inc. Pentacon Canada Corporation. Pentacon Delaware, Inc. Pentacon Europe Limited. Pentacon Industrial, Inc. Pentacon International Sales, Inc. Pentacon Mexico S.A. de C.V. Pentacon Properties, L.P. Pentacon USA, L.P. Pentacon, Inc.
	Transactions G	ranted Early Termination—08/14/2002	
20021023	URS Corporation	EG&G Technical Services Holdings, L.L.C	Carlyle-EG&G Holdings Corp. Lear Siegler Services, Inc.
	Transactions G	ranted Early Termination—08/15/2002	
20021021 20021030	Symantec Corporation Symantec Corporation	Riptech Inc	Riptech Inc. Recourse Technologies, Inc.
	Transactions G	ranted Early Termination—08/16/2002	
20021043	MidAmerican Energy Holdings Com- pany.	Dynegy, Inc	Northern Natural Gas Company.
	Transactions G	ranted Early Termination—08/19/2002	
20021007 20021020	eBay Inc Terex Corporation	PayPal, Inc Siemens AG	PayPal, Inc. Demag Mobile Cranes GmbH & Co KA. Demag Mobile Cranes
20021040	Temasek Holdings (Private) Limited	Friede Goldman Halter, Inc	Verwaltungsgesellschaft mbH. Gulf Coast Fabrication, Inc. Halter Gulf Repair, Inc. Halter Marine Gulfport, Inc. Halter Marine Pascagoula, Inc. Halter Marine Services, Inc. Halter Marine, Inc., a Louisiana cor poration.
20021066	Macquarie Global Infrastructure Fund A	Associated British Ports Holdings PLC	 Halter Marine, Inc., A Nevada corpora tion. American Port Services, Inc. Amports Avcenters, Inc.
20021067	Macquarie Global Infrastructure Fund B	Associated British Ports Holdings PLC	ILG Avcenter, Inc. American Port Services, Inc. Amports Avcenters, Inc.
20021068 20021071 20021076	Wescast Industries, Inc Mr. Sumner M. Redstone Delaware Champion Holdings, LLC	George W. Mathews, Jr Sesame Workshop Diageo plc	ILG Avcenter, Inc. Georgia Ductile Foundaries, LLC. Noggin LLC. Burger King Corporation.
	Transactions G	ranted Early Termination—08/20/2002	
20021061	Kao Corporation	Alan Howard Frieda, a/k/a John Frieda	Gaelle International, LLC. John Frieda Products. John Frieda Professional Hair Care, Inc John Frieda SarL. John Frieda International, LLC.
20021062	Blum Strategic Partners II, L.P	PRG-Schultz International, Inc	PRG-Schultz International, Inc.

Trans No.	Acquiring	Acquired	Entities			
20021077	J. Joe and Marlene M. Ricketts	Ameritrade Holding Corporation	Ameritrade Holding Corporation.			
Transactions Granted Early Termination—08/21/2002						
20021049	Terex Corporation	Robert R. Wilkerson	Genie Holdings, Inc.			
Transactions Granted Early Termination—08/22/2002						
20021080	Dr. Michael W. J. Smurfit	Smurfit-Stone Container Corporation	Smurfit-Stone Container Corporation.			
Transactions Granted Early Termination—08/23/2002						
20021083 20021087 20021088 20021093 20021095	Riverdeep Group plc Dexia S.A Bureau Veritas S.A Metalurigica Gerdau, S.A Questor Partners Bermuda, L.P	Alex E. Gores The PMI Group, Inc U.S. Laboratories Inc Co-Steel Inc Fiat S.p.A	Broderbund Properties, LLC. Broderbund, LLC and Fairbanks Capita Holding Corp. U.S. Laboritories Inc. Co-Steel Inc. Fonderies du Poitou Aluminum S.A. Founderies Aluminum Cleon S.A. Teksid Aluminum Components Inc. Teksid Aluminum Fondry Inc. Teksid Aluminum Fondry Inc. Teksid Aluminum Poland S.p.Z.o.o. Teksid do Brasil Aluminio Ltda. Teksid France S.A. Teskid Investment Aluminum B.V.			
	Transactions G	ranted Early Termination—08/27/2002				
20021091	Japan Airlines Company, Ltd	Japan Air System Co., Ltd	Japan Air System Co., Ltd.			

FOR FURTHER INFORMATION CONTACT:

Sandra M. Peay or Renee A. Hallman, Contact Representative, 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,

20021092

Secretary.

[FR Doc. 02–22796 Filed 9–6–02; 8:45 am] BILLING CODE 6750–01–M

FEDERAL TRADE COMMISSION

[File No. 021 0040]

Conoco Inc. and Phillips Petroleum Company; 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 October 2, 2002.

Japan Air System Co., Ltd Japan Airlines Company, Ltd Japan Airlines Company, Ltd.

ADDRESSES: Comments filed in paper form should be directed to: FTC/Office of the Secretary, Room 159–H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. Comments filed in electronic form should be directed to: *consentagreement@ftc.gov*, as prescribed below.

FOR FURTHER INFORMATION CONTACT: Mark Menna, FTC, Bureau of Competition, 600 Pennsylvania Avenue, NW., Washington, DC 20580, (202) 326– 2722.

SUPPLEMENTARY INFORMATION: Pursuant to Section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46(f), 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 an 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 August 30, 2002), on the World Wide Web, at "http://www.ftc.gov/os/2002/

08/index.htm." A paper copy can be obtained from the FTC Public Reference Room, Room 130–H, 600 Pennsylvania Avenue, NW., Washington, DC 20580, either in person or by calling (202) 326–2222.

Public comments are invited, and may be filed with the Commission in either paper or electronic form. Comments filed in paper form should be directed to: FTC/Office of the Secretary, Room 159-H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. If a comment contains nonpublic information, it must be filed in paper form, and the first page of the document must be clearly labeled "confidential." Comments that do not contain any nonpublic information may instead be filed in electronic form (ASCII format, WordPerfect, or Microsoft Word) as part of or as an attachment to email messages directed to the following e-mail box: consentagreement@ftc.gov. Such comments 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

I. Introduction

The Federal Trade Commission ("Commission" or "FTC") has issued a