subsidiary and any of its affiliated banks. In the past, the Board has granted limited exceptions to this condition to permit (a) two non-officer, directors of the Section 20 subsidiary to serve as non-officer, directors of the affiliated banks; (b) one officer of the Section 20 subsidiary to serve as an officer of an affiliated bank; and (c) limited numbers of employees of foreign subsidiaries of a bank to serve also as employees of the Section 20 subsidiary. *See. e.g., KeyCorp*, 82 Fed. Res. Bull. 359 (1996); *The Chase Manhattan Corp.*, 80 Federal Reserve Bulletin 731 (1994).

Notificants have requested that the Board allow (a) unlimited director interlocks so long as a majority of the board of Company would not be composed of persons who are directors, officers, or employees of any affiliated bank, branch, or agency; and (b) up to five officers of a branch or agency to serve as officers of Company provided that such officers would not be managers of a branch and that such officers would not be the chief executive officer of Company or, as officers of Company, be responsible for its activities as underwriter or dealer in bank-ineligible securities. Notificants contend that these interlocks would not result in any lessening of the insulation of the affiliated banks from the Section 20 subsidiary and would improve effective and efficient management of Notificants' affiliates.

The Board's Section 20 Orders also prohibit an affiliated bank from acting as agent for, or engaging in marketing activities on behalf of, a Section 20 subsidiary. *See, e.g., Morgan Order.* Notificants request that this prohibition be modified to permit Notificants' affiliated banks and U.S. branches and agencies to act as agent for and engage in marketing activities on behalf of Company to persons who would qualify as ''accredited investors'' under Securities and Exchange Commission Regulation D (17 CFR § 230.501).

Notificants maintain that the requested modification would not result in any adverse effects, such as increased customer confusion or lessening the insulation of insured banks and deposit-taking offices from the underwriting and dealing activities of the Section 20 subsidiary, because other regulatory and statutory restrictions would remain in place to prevent such effects. Notificants also contend that the cross-marketing and agency prohibition disserves customers, who are prevented from learning about products and services just because they are offered by a section 20 subsidiary. Notificants further note that the Board previously has permitted other limited cross marketing activities. *See, e.g., Letter Interpreting Section* 20 Orders, 81 Federal Reserve Bulletin 198 (1995) (permitting cross-marketing of bank-eligible securities); *BankAmerica Corporation*, 80 Federal Reserve Bulletin 1104 (1194) (permitting Regulation K subsidiaries of a domestic bank to market, subject to certain conditions, the services and securities of their Section 20 subsidiary).

Finally, in authorizing bank holding companies to engage in riskless principal activities under section 4(c)(8) of the BHC Act, the Board has relied on a commitment that the bank holding company not act as riskless principal for registered investment company securities or for any securities of investment companies that are advised by the bank holding company. Notificants seek a limited modification of this restriction to permit Company to act as riskless principal in transactions involving securities of all registered investment companies, other than investment companies advised by Notificants or any of their affiliates. The Board also has before it proposals from other bank holding companies to engage in this riskless principal activity. *See* 61 Federal Register 31,942 (1996); *id*. at 37,480.

In publishing this proposal for comment, the Board does not take a position on the issues raised by the notice. Notice of the proposal is published solely to seek the views of interested parties on the issues presented and does not represent a determination by the Board that the proposal meets, or is likely to meet, the standards of the BHC Act.

Notificants' proposal is available for immediate inspection at the Federal Reserve Bank of New York and the offices of the Board in Washington, D.C. Interested persons may express their views on the proposal in writing, including on whether the proposed activities ''can reasonably be expected to produce benefits to the public, such as greater convenience, increased competition, or gains in efficiency, that outweigh possible adverse effects, such as undue concentration of resources, decreased or unfair competition, conflicts of interests, or unsound banking practices.'' 12 U.S.C. § 1843(c)(8). Any request for a hearing on this notice must, as required by section 262.3(e) of the Board's Rules of Procedure (12 CFR 262.3(e)), be accompanied by a statement of the reasons why a written presentation would not suffice in lieu of a hearing, identifying specifically any questions of fact that are in dispute, summarizing the evidence that would be presented at a hearing, and indicating how the party commenting would be aggrieved by approval of the proposal.

Comments regarding the notice must be received not later than August 30, 1996, at the Reserve Bank indicated or to the attention of William W. Wiles, Secretary, Board of Governors of the Federal Reserve System, 20th Street and Constitution Avenue, N.W., Washington, D.C. 20551.

Board of Governors of the Federal Reserve System, August 12, 1996.

Jennifer J. Johnson

Deputy Secretary of the Board

[FR Doc. 96–20902 Filed 8-15-96; 8:45–am]

BILLING CODE 6210-01-F

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 § 225.25 of Regulation Y (12 CFR 225.25) 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. Once the notice has been accepted for processing, it will also 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, including whether consummation of the proposal can ''reasonably be expected to produce benefits to the public, such as greater convenience, increased competition, or gains in efficiency, that outweigh possible adverse effects, such as undue concentration of resources, decreased or unfair competition, conflicts of interests, or unsound banking practices'' (12 U.S.C. 1843). Any request for a hearing on this question must be accompanied by a statement of the reasons a written presentation would not suffice in lieu of a hearing, identifying specifically any questions of fact that are in dispute, summarizing the evidence that would be presented at a hearing, and indicating how the party

commenting would be aggrieved by approval of the proposal.

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 August 30, 1996.

A. Federal Reserve Bank of New York (Christopher J. McCurdy, Senior Vice President) 33 Liberty Street, New York, New York 10045:

1. The Chase Manhattan Corporation, New York, New York; and Mellon Bank Corporation, Pittsburgh, Pennsylvania; to acquire through their joint venture, ChaseMellon Shareholder Services, L.L.C., Ridgefield Park, New Jersey, the stock transfer business of Wells Fargo Bank, N.A., San Francisco, California, and certain affiliated banks and thereby to engage in trust company activities pursuant to § 225.25(b)(3) of the Board's Regulation Y.

Board of Governors of the Federal Reserve System, August 12, 1996.

Jennifer J. Johnson

Deputy Secretary of the Board

[FR Doc. 96–20903 Filed 8-15-96; 8:45 am]

BILLING CODE 6210-01-F

FEDERAL TRADE COMMISSION

[File No. 942–3332]

RBR Productions, Inc.; Richard Rosenberg; Proposed Consent Agreement With Analysis To Aid Public Comment

AGENCY: Federal Trade Commission.

ACTION: Proposed consent agreement.

SUMMARY: In settlement of alleged violations of federal law prohibiting unfair or deceptive acts or practices and unfair methods of competition, this consent agreement, accepted subject to final Commission approval, would prohibit, among other things, the Ridgefield, New Jersey-based beauty salon products supplier from making specific misrepresentations about the safety of its disinfectant products and would require the firm to have evidence to back certain other human safety and environmental benefit claims. The consent agreement settles allegations stemming from advertising and promotional materials for RBR's disinfectants, ''Let's Dance'' and ''Let's Touch,'' touted as non-toxic or non-corrosive to skin and eyes, and for its ''Let's Go'' drying spray.

DATES: Comments must be received on or before October 15, 1996.

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: Lee Peeler, Federal Trade Commission, 6th and Pennsylvania Avenue, NW, S–4002, Washington, DC 20850. (202) 326–3090. Janet Evans, Federal Trade Commission, 6th and Pennsylvania Avenue, NW, S–4002, Washington, DC 20850. (202) 326–2125.

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 following 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. 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)).

Agreement Containing Consent Order To Cease and Desist

The Federal Trade Commission having initiated an investigation of certain acts and practices of RBR Productions, Inc., a corporation, and Richard Rosenberg, individually and as an officer and director of said corporation, hereinafter sometimes referred to as proposed respondents, and it now appearing that proposed respondents are willing to enter into an agreement containing an order to cease and desist from the use of the acts and practices being investigated,

It is hereby agreed by and between RBR Productions, Inc., by its duly authorized officer, and Richard Rosenberg, individually and as an officer and director of said corporation, and counsel for the Federal Trade Commission that:

1. Proposed respondent RBR Productions, Inc. is a corporation organized, existing, and doing business under and by virtue of the laws of the state of New Jersey, with its office and principal place of business located at 1010 Hoyt Avenue, Ridgefield, New Jersey 07657. From time to time, RBR Productions, Inc. does business under the name of Isabel Cristina Beauty Care Products.

Proposed respondent Richard Rosenberg is an officer and director of RBR Productions, Inc. He formulates, directs, and controls the policies, acts, and practices of said corporation and his office and principal place of business is the same as that of said corporation.

2. Proposed respondents admit all the jurisdictional facts set forth in the draft of complaint.

3. Proposed respondents waive:

(a) Any further procedural steps;

(b) The requirement that the Commission's decision contain a statement of findings of fact and conclusions of law;

(c) All rights to seek judicial review or otherwise to challenge or contest the validity of the order entered pursuant to this agreement; and

(d) Any claim under the Equal Access to Justice Act.

4. This agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this agreement is accepted by the Commission it, together with the draft of complaint contemplated thereby, will be placed on the public record for a period of sixty (60) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this agreement and so notify the proposed respondents, in which event it will take such action as it may consider appropriate, or issue and serve its complaint (in such form as the circumstances may require) and decision, in disposition of the proceeding.

5. This agreement is for settlement purposes only and does not constitute an admission by proposed respondents of facts, other than jurisdictional facts, or of violations of law as alleged in the draft of complaint.

6. This agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of § 2.34 of the Commission's Rules, the Commission may, without further notice to proposed respondents: (1) issue its complaint corresponding in form and substance with the draft of complaint and its decision containing the following order to cease and desist in disposition of the proceeding; and (2) make information public in respect thereto. When so entered, the order to cease and desist shall have the same force and effect and may be altered, modified, or set aside in the same manner and within the same time provided by statute for other orders. The order shall become final upon service. Delivery by the U.S. Postal Service of the complaint and decision containing the agreed-to order to proposed respondents' address as stated in this agreement shall constitute