

CONTACT PERSON FOR MORE INFORMATION:
Joseph C. Polking, Secretary, (202) 523-5725.

Joseph C. Polking,
Secretary.

[FR Doc. 96-28453 Filed 10-31-96; 3:49 pm]

BILLING CODE 6730-01-M

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. Once the application 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 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, including whether the acquisition of the nonbanking company 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 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, 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 November 29, 1996.

A. Federal Reserve Bank of Boston (Robert M. Brady, Vice President) 600 Atlantic Avenue, Boston, Massachusetts 02106:

1. *UST Corp.*, Boston, Massachusetts; to acquire 100 percent of the voting shares and to merge with Walden Bancorp, Inc., Acton, Massachusetts, and thereby indirectly acquire The Co-operative Bank of Concord, Concord, Massachusetts, and Braintree Savings Bank, Braintree, Massachusetts.

B. Federal Reserve Bank of Cleveland (R. Chris Moore, Senior Vice President) 1455 East Sixth Street, Cleveland, Ohio 44101:

1. *Provident Bancorp, Inc.*, Cincinnati, Ohio; to acquire 100 percent of the voting shares of South Hillsborough Community Bank, Apollo Beach, Florida.

C. Federal Reserve Bank of Chicago (James A. Bluemle, Vice President) 230 South LaSalle Street, Chicago, Illinois 60690:

1. *Pontiac Bancorp, Inc.*, Pontiac, Illinois; to acquire 100 percent of the voting shares of Bank of Dwight, Dwight, Illinois.

2. *Two Rivers Bank Holding Company*, Rock Valley, Iowa; to become a bank holding company by acquiring 100 percent of the voting shares of Rock Valley State Bank, Rock Valley, Iowa (in organization).

D. Federal Reserve Bank of Kansas City (John E. Yorke, Senior Vice President) 925 Grand Avenue, Kansas City, Missouri 64198:

1. *BOK Financial Corporation*, Tulsa, Oklahoma; to acquire 100 percent of the voting shares of Park Cities Bancshares, Inc., Dallas, Texas, and thereby indirectly acquire Park Cities Corporation, Dallas, Texas; and First National Bank of Park Cities, N.A., Dallas, Texas.

2. *Mancos Bancorporation*, Mancos, Colorado; to merge with Southern Colorado Bank Holding Company, Pagosa Springs, Colorado, and thereby indirectly acquire Citizens Bank of Pagosa Springs, Pagosa Springs, Colorado.

Board of Governors of the Federal Reserve System, October 29, 1996.

Jennifer J. Johnson,

Deputy Secretary of the Board.

[FR Doc. 96-28131 Filed 11-1-96; 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 November 18, 1996.

A. Federal Reserve Bank of Cleveland (R. Chris Moore, Senior Vice President) 1455 East Sixth Street, Cleveland, Ohio 44101:

1. *Peoples Bancorp, Inc.*, Marietta, Ohio; to acquire Russell Federal Savings Bank, Russell, Kentucky, and thereby engage in operating as a savings association, pursuant to § 225.25(b)(9) of the Board's Regulation Y.

Board of Governors of the Federal Reserve System, October 29, 1996.

Jennifer J. Johnson,

Deputy Secretary of the Board.

[FR Doc. 96-28130 Filed 11-1-96; 8:45 am]

BILLING CODE 6210-01-F

FEDERAL TRADE COMMISSION

[File No. 911-0008]

Montana Associated Physicians, Inc.; Billings Physician Hospital Alliance, Inc.; 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, two organizations of Billings, Montana physicians from negotiating or refusing to deal with third-party payers; determining the terms upon which physicians deal with such payers; or fixing the fees charged for any physicians's services. The agreement settles allegations that the respondents obstructed the entry of managed care plans into Billings, agreed on prices that they would accept from third-party payers, and otherwise acted to thwart cost-containment measures. According to the Commission, these actions resulted in higher prices and fewer health care choices for patients of Billings physicians.

DATES: Comments must be received on or before January 3, 1997.

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: Mark Whitener, Federal Trade Commission, H-374, 6th and Pennsylvania Ave, NW, Washington, DC 20582. (202) 326-2845. Robert F. Leibenluft, Federal Trade Commission, S-3115, 6th and Pennsylvania Ave, NW, Washington, DC 20582. (202) 326-2756.

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 FTC Home page, on the World Wide Web, at "<http://www.ftc.gov/os/actions/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 has agreed to accept, subject to final approval, a proposed consent order settling charges that Montana Associated Physicians, Inc. ("MAPI") and the Billings Physician Hospital Alliance, Inc. ("BPHA") violated Section 5 of the Federal Trade Commission Act.

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 agreement and the comments received and will decide whether it should withdraw from the agreement or make final the agreement's proposed order.

The purpose of this analysis is to facilitate public comment on the agreement. The analysis is not intended to constitute an official interpretation of either the proposed complaint or the proposed consent order, or to modify their terms in any way.

The proposed consent order has been entered into for settlement purposes only and does not constitute an admission by MAPI or BPHA that the law has been violated as alleged in the complaint.

The Complaint

The complaint charges that MAPI restrained competition among physicians in the area of Billings, Montana, by, among other things, combining or conspiring with its respective physician members or acting as a combination of its physician members to fix the terms under which they would deal with third-party payers, and to conduct boycotts and other

resistance to cost-containment efforts. The complaint further charges that MAPI was extensively involved in BPHA's formation, had the power to affect and control BPHA's dealings with third-party payers seeking contracts for physician services, and that BPHA carried on MAPI's anticompetitive conduct. The allegations set forth in the Commission's complaint are summarized below.

MAPI is an association of approximately 115 physicians in over 30 independent practices. These physicians constitute approximately 43% of all physicians in Billings, Montana. Most of the other physicians in Billings are part of a multispecialty physician group practice. MAPI's members constitute over 80 percent of all "independent" Billings physicians, that is, those who are not part of the multispecialty physician practice or employed by a hospital. Third-party payers seeking to contract with a Billings physician panel constituting a range of physician services must either contract with the multispecialty physician practice or with many MAPI members.

The complaint charges that MAPI was formed in 1987 in substantial part to be a vehicle for its members to deal collectively with managed care plans. At that time, there were no health maintenance organizations (HMOs) or preferred provider organizations (PPOs) operating in Billings, but physicians there were concerned that such plans would soon attempt to enter Billings, and that competitive pressure could force physicians to deal with such plans at reduced prices or on other than usual fee-for-service terms. The purpose of engaging in collective dealings through MAPI was to obtain greater bargaining power with third-party payers by presenting a united front, and thereby to resist competitive pressures to discount fees and to avoid accepting reimbursement on other than the traditional fee-for-service basis.

In 1987, MAPI began negotiating with third-party payers on behalf of its members. Members of MAPI who were approached by managed care plans told the plans to deal with MAPI. When HMO Montana, an HMO owned and operated by Blue Cross/Blue Shield of Montana, sought to contract with MAPI physicians, MAPI rejected all contracts proposed by the HMO. No member of MAPI entered into a contract with HMO Montana until 1993, after MAPI became aware of the Commission's investigation. When another health plan sought to establish the first PPO program in Billings, MAPI offered a contract to the health plan that provided