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 6, 1998.

A. Federal Reserve Bank of Cleveland (Jeffery Hirsch, Banking Supervisor) 1455 East Sixth Street, Cleveland, Ohio 44101-2566:

1. Lee Allen Novak, Rebecca Sue Novak, and Nicholas Lee Novak, all of Urichsville, Ohio; to acquire voting shares of FNB, Inc., Dennison, Ohio, and thereby indirectly acquire First National Bank of Dennison, Dennison, Ohio.

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

1. Joseph Rohlen Kondisko, and Allana Minerva Kondisko, both of Venice, Florida, and William Graham McKelvey, and Jeanne Wolford McKelvey, both of Salix, Pennsylvania; to collectively control outstanding voting shares of Community National Bank Corporation, Venice, Florida, and thereby indirectly acquire Community National Bank of Sarasota County, Venice, Florida.

2. Rachel J. Reeves, Miami, Florida; to retain 31.63 percent, and acquire an additional 19.37 percent, for a total of 51 percent, of the voting shares of NGLC, Inc., Miami, Florida, and thereby indirectly acquire Peoples National Bank of Commerce, Miami, Florida.

Board of Governors of the Federal Reserve System, December 17, 1997.

Jennifer J. Johnson,

Deputy Secretary of the Board.

[FR Doc. 97–33334 Filed 12–19–97; 8:45 am]

BILLING CODE 6210–01–F

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 January 16, 1998.

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

1. Community National Bank Corporation, ESOP, Venice, Florida; to become a bank holding Company by acquiring 30 percent of the voting shares of Community National Bank Corporation, Venice, Florida, and thereby indirectly acquire Community National Bank of Sarasota County, Venice, Florida.

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

1. State National Bancshares, Inc., Lubbock, Texas; to acquire 100 percent of the voting shares of First Sierra, Bancshares, Inc., Truth or Consequences, New Mexico, and thereby indirectly acquire Sierra Bank, Las Cruces, New Mexico.

2. State National Bancshares, Inc., Lubbock, Texas, and State National Bancshares of Delaware, Inc., Dover, Delaware; to acquire 100 percent of the voting shares of First National Bank of Denver City, Denver City, Texas.

Board of Governors of the Federal Reserve System, December 17, 1997.

Jennifer J. Johnson,

Deputy Secretary of the Board.

[FR Doc. 97–33332 Filed 12–19–97; 8:45 am]

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 16, 1998.

A. Federal Reserve Bank of Philadelphia (Michael E. Collins, Senior Vice President) 100 North 6th Street, Philadelphia, Pennsylvania 19105-1521:

1. Franklin Financial Services Corporation, Chambersburg, Pennsylvania; to engage *de novo* through its subsidiary, Farmers and Merchants Trust Company of Chambersburg, Chambersburg, Pennsylvania, in community development activities, pursuant to § 225.28(b)(12) of the Board's Regulation Y. **Comments on this application must be received by January 6, 1998.**

B. Federal Reserve Bank of Richmond (A. Linwood Gill III, Assistant Vice President) 701 East Byrd Street, Richmond, Virginia 23261-4528:

1. BB&T Corporation and BB&T Financial Corporation of Virginia, both of Winston-Salem, North Carolina; to acquire Life Bancorp, Inc., Norfolk, Virginia, and thereby indirectly acquire Life Savings Bank, F.S.B., Norfolk, Virginia, and thereby engage in operating a savings and loan association, pursuant to § 225.28(b)(4)(ii) of the Board's Regulation Y; engaging in real estate appraisal activities, pursuant to § 225.28(b)(2)(i) of the Board's Regulation Y; engaging in the sale of credit related insurance, pursuant to § 225.28(b)(11)(i) of the Board's Regulation Y; and engaging in discount brokerage activities, pursuant to § 225.28(b)(7)(i) of the Board's Regulation Y.

Board of Governors of the Federal Reserve System, December 17, 1997.

Jennifer J. Johnson,

Deputy Secretary of the Board.

[FR Doc. 97–33333 Filed 12–19–97; 8:45 am]

BILLING CODE 6210–01–F

FEDERAL TRADE COMMISSION

[File No. 971–0081]

Guinness Plc; Grand Metropolitan Plc; 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 February 20, 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 15, 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 To Aid Public Comment on the Provisionally Accepted Consent Order

The Federal Trade Commission has accepted for public comment from Guinness plc (''Guinness'') and Grand Metropolitan plc (''Grand Met'') an Agreement Containing Consent Order (''Proposed Consent Order''). The Proposed Consent Order remedies the likely anticompetitive effects arising from the proposed merger of Guinness and Grand Met in two relevant product markets. This agreement has been placed on the public record for sixty (60) days for receipt of comments from 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 consent order in the agreement.

According to the draft of complaint that the Commission intends to issue, Guinness and Grand Met are competitors in the sale and distribution in the United States of premium Scotch and premium gin. The premium Scotch products of Guinness include Johnnie Walker Red and Dewar's White Label and the premium Scotch brands of Grand Met include J&B Rare, J&B Select, and The Famous Grouse. The premium gin brands of Guinness include Tanqueray gin and the premium gin brands of Grand Met are Bombay Original and Bombay Sapphire.

The Commission's draft of complaint states that Guinness and Grand Met entered into an agreement to merge their companies on May 11, 1997. The size of the transaction, measured in terms of the market capitalization of both parties, is about $36 billion.

The Commission is concerned that the proposed merger would eliminate substantial competition between Guinness and Grand Met, and increase concentration substantially, in the very highly concentrated premium Scotch and premium gin markets, resulting in higher prices. The Commission stated it has reason to believe that the proposed merger would have anticompetitive effects and violate Section 7 of the Clayton Act and Section 5 of the Federal Trade Commission Act.

In the United States premium Scotch market, Guinness is the largest competitor with about 68% of all sales and Grand Met is the second largest competitor, with about 24% of sales. Together, the merged firm will control approximately 92% of all United States premium Scotch sales. The proposed merger would increase the Herfindahl-Hirschman Index (''HHI''), the customary measure of industry concentration, by over 3000 points and produce a market concentration of over 8000 points. In the United States premium gin market, Guinness is the largest competitor with about 58% of all sales and Grand Met is the third largest, and about 15% of sales. Together, the merged firm will control approximately 73% of all United States premium gin sales. The proposed merger would increase the HHI by over 1700 points and produce a market concentration of over 6000 points.

The Proposed Consent Order, if finally issued by the Commission, would settle all of the charges alleged in the Commission's complaint. Under the terms of the Proposed Consent Order, Guinness and Grand Met will be required to divest their Dewar's Scotch, Bombay Original gin, and Bombay Sapphire gin brands, worldwide, to one or two acquirers acceptable to the Commission. To insure an uninterrupted supply of Dewar's Scotch after the brand divestiture, Guinness will be required to divest additional assets, including Scotch distilling capacity, if the Commission should determine that these additional assets are necessary for the acquirer effectively to compete. Also, to insure an uninterrupted supply of Bombay Original and Bombay Sapphire gins, Guinness and Grand Met may be required to produce these gins for the acquirer, in England, should the independent third party that has been producing Bombay Original and Bombay Sapphire for Grand Met not wish to continue to do so for the acquirer.

Guinness and Grand Met will be required to complete the required divestitures within six (6) months from the date of the Commission's acceptance of the consent order for public comment. In the event Guinness and Grand Met do not divest Dewar's, Bombay Original, and Bombay Sapphire to an acquirer or acquirers acceptable to the Commission in the requisite time, procedures for the appointment of a trustee to sell the assets have been agreed to and will be triggered.