

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 December 17, 2004.

A. Federal Reserve Bank of New York (Jay Bernstein, Bank Supervision Officer) 33 Liberty Street, New York, New York 10045-0001:

1. *The Toronto-Dominion Bank*, Toronto, Ontario; to acquire 51 percent of the voting shares of Banknorth Group, Inc., and thereby indirectly acquire voting shares of Banknorth, National Association, both of Portland, Maine. **Comments on this application must be received by December 8, 2004.**

B. Federal Reserve Bank of Chicago (Patrick Wilder, Assistant Vice President) 230 South LaSalle Street, Chicago, Illinois 60690-1414:

1. *Royal Financial, Inc.*, Chicago, Illinois; to become a bank holding company by acquiring 100 percent of the voting shares of Royal Savings Bank, Chicago, Illinois.

Board of Governors of the Federal Reserve System, November 18, 2004.

Robert deV. Frierson,
Deputy Secretary of the Board.

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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 #	Acquiring	Acquired	Entities
Transactions Granted Early Termination—10/12/2004			
20041428	GS Capital Partners 2000, L.P	CSA Acquisition Corp	CSA Acquisition Corp.
20041429	Cypress Merchant Banking Partners II, L.P.	CSA Acquisition Corp	CSA Acquisition Corp.
20041430	Cypress Merchant Banking Partners II, L.P.	Cooper Tire & Rubber Company	Cooper-Standard Automotive, Inc. and other subsidiaries.
20041437	James N. Stanard	RenaissanceRe Holdings Ltd	RenaissanceRe Holdings Ltd.
20041439	The PNC Financial Services Group, Inc.	MetLife, Inc	SSRM Holdings, Inc.
20041472	JLL Partners Fund IV, L.P	The Marco Group, Inc	The Marco Group, Inc.
20050008	Dave & Buster's, Inc	J.W. Childs Equity Partners, L.P	Jillian's Entertainment Holdings, Inc.
Transactions Granted Early Termination—10/14/2004			
20041411	BAE Systems plc	DigitalNet Holdings, Inc	DigitalNet Holdings, Inc.
20041465	CB Riley Investor LLC	MFA Limited Partnership	LNR Property Corporation.
Transactions Granted Early Termination—10/15/2004			
20041433	JLL Partners Fund IV, L.P	Long Point Capital Fund, L.P	CHI Holdings, Inc.
20041435	U.S.I. Holdings Corporation	Summit Global Partners, Inc	Summit Global Partners, Inc.
20041444	TRM Corporation	eFunds Corporation	eFunds Corporation.
20050007	Broadlane, Inc	National Oncology, Alliance, Inc	National Oncology, Alliance, Inc.
Transactions Granted Early Termination—10/18/2004			
20050015	Westmoreland Coal Company	E.ON AG	Westmoreland—LG&E Partners.
20050023	Triton PCS Holdings, Inc	SBC Communications, Inc	AT&T Wireless Services, Inc., Cingular Wireless LLC.

Trans #	Acquiring	Acquired	Entities
20050024	SBC Communications, Inc	Triton PCS Holdings, Inc	Triton PCS Equipment Company, L.L.C., Triton PCS, Inc., Triton PCS License Company, L.L.C., Triton PCS Operating Company, L.L.C.
20050025	Deseret Management Corporation	Emmis Communications Corporation	Emmis Radio License, LLC, Emmis Radio, LLC.
20050026	Emmis Communications Corporation	Deseret Management Corporation	Bonneville Holding Company, Bonneville International Corporation.
20050027	Abbott Laboratories	North Castle Partners II, L.P	Natural Supplement Association, Inc.
20050032	Alliance Data Systems Corporation	Carlyle Partners III, L.P	The Relizon e-CRM Company.
20050035	Fortsmann Little & Co. Equity Partnership VII, L.P.	Imagine Parent Corp	Imagine Parent Corp.
20050036	Sol Price	PriceSmart, Inc	PriceSmart, Inc.
20050037	Alcatel	Spatial Communications Technologies, Inc.	Spatial Communications Technologies, Inc.

Transactions Granted Early Termination—10/19/2004

20041457	Fortress Investment Fund II, LLC	GreenPoint Financial Corp	c/o GreenPoint Financial Corp., GreenPoint Agency, Inc., GreenPoint Credit, LLC, GreenPoint Credit of Mississippi, LLC.
20050033	Forstmann Little & Co. Equity Partners VII, L.P.	Family Marital Trust c/o the Mark H. McCormick Trust.	IMG Worldwide, Inc.
20050034	Forstmann Little & Co. Subordinated Debt & Equity Management.	Imagine Parent Corp	Imagine Parent Corp.
20050044	Scandent Holdings Mauritius Limited	Aon Corporation	Cambridge Integrated Services Group, Inc.

Transactions Granted Early Termination—10/20/2004

20050045	Williams Lea Group Limited	Browne & Co., Inc	Browne Business Solutions, Inc
20050054	Stewart A. Resnick & Lynda Rae Resnick.	David H. Gilmour	Fiji Water Holdings, LLC.
20050060	Iron Mountain Incorporated	Connected Corporation	Connected Corporation.

Transactions Granted Early Termination—10/21/2004

20050021	Herbst Gaming, Inc	Estate of William M. Grace	Mark Twain Casino, L.L.C., St. Joseph Riverboat Partners.
20050022	Herbst Gaming, Inc	ALS Enterprise	Mark Twain Casino, L.L.C.
20050028	United Technologies Corporation	Kidde plc	Kidde plc.
20050065	Doughty Hanson & Co IV Limited	OCM Principal Opportunities Fund II, L.P.	Tumi Holdings, Inc.

Transactions Granted Early Termination—10/22/2004

20050055	Patni Computer Systems Limited	Cymbal Corporation	Cymbal Corporation.
20050056	Apollo Investment Fund IV, L.P	Sirius Satellite Radio Inc	Sirius Satellite Radio Inc.
20050062	Credit-Based Asset Servicing and Securitization LLC.	National City Corporation	The Provident Bank.
20050063	Roper Industries, Inc	TransCore Holdings, Inc	TransCore Holdings, Inc.
20050070	TCV V, L.P	eHarmony.com, Inc	eHarmony.com, Inc.
20050078	Carlyle Partners III, Hawaii, L.P	Verizon Communications, Inc	Verizon HoldCo, LLC.
20050083	The Edward W. Scripps Trust	Glenn R. Jones	Great American Country, Inc.

Transactions Granted Early Termination—10/25/2004

20050072	SBC Communications, Inc	Lawrence D. Canarelli	www.yellowpages.com . Inc.
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Transactions Granted Early Termination—10/27/2004

20041445	Delhaize Group	Victory Distributors, Inc	Victory Distributors, Inc.
20041454	Hughes Supply, Inc	Southwest Power, Inc	Southwest Power, Inc.
20041455	Hughes Supply, Inc	Western States Electric, Inc	Western States Electric, Inc.
20050012	Harbert Distressed Investment Off-shore Fund, Ltd.	J.P. Morgan Chase & Co	Polaroid Holding Company.
20050013	Harbert Distressed Investment Off-shore Fund, Ltd.	Leap Wireless International, Inc	Leap Wireless International, Inc.
20050019	Integrated Alarm Services Group, Inc	Tyco International, Ltd	National Alarm Computer Center, Inc.
20050038	Harbert Distressed Investment Off-shore Fund, Ltd.	NorthWestern Corporation	NorthWestern Corporation.

Trans #	Acquiring	Acquired	Entities
20050046	Ares Corporate Opportunities Fund, L.P.	KTIN Holdings, LLC	KTIN Holdings, LLC.
20050047	Segal Projects, LLC	NRG Energy, Inc	LSP Equipment, LLC., LSP-Kendall Energy, LLC.
20050048	ArcLight Energy Partners Fund II, L.P.	Allegheny Energy, Inc	Monongohela Power Company, Mountaineer Gas Company.
20050067	Ares Corporate Opportunities Fund, L.P.	Samsonite Corporation	Samsonite Corporation.
20050068	Harris Corporation	Encoda Systems Holdings, Inc	Encoda Systems Holdings, Inc.
20050074	Macquarie Infrastructure Company Trust.	Macquarie Global Infrastructure Fund A.	Macquarie Airports North America Inc., Macquarie Americas Parking Corporation.
20050075	TPG Partner IV, L.P	Enron Corp. (Debtor in Possession)	Portland General Electric Company.
20050076	Macquarie Infrastructure Company Trust.	Macquarie Global Infrastructure Fund B.	Macquarie Airports North America Inc., Macquarie Americas Parking Corporation.
20050080	Vulcan Materials Company	Vulcan Materials Company	Vulcan Chloralkali, LLC.
20050084	AAFK Acquisition, Inc	K&F Industries, Inc	K&F Industries, Inc.

Transactions Granted Early Termination—10/29/2004

20041442	Olympus Growth Fund IV, L.P	Three Cities Fund III, L.P	Meridian Rail Acquisition Corp.
20041459	BAE Systems plc	Alphatech, Inc	Alphatech, Inc.
20050003	Fidelity National Financial, Inc	InterCept, Inc	InterCept, Inc.
20050040	GlaxoSmithKline plc	Human Genome Sciences, Inc	Human Genome Sciences, Inc.
20050064	Wells Fargo & Company	Richard S. Strong	Strong Capital Management, Inc., Strong Financial Corporation, Strong Investments, Inc., Strong Investor Services, Inc., Strong Retirement Plan Services, Inc.
20050089	Windsor Food Company, Ltd	Fremont Partners III, L.P	SBI Holdings, Inc.
20050091	AB Holdings Inc	Kenneth R. Thomson	Thomson Media Inc.
20050093	Pfizer, Inc	GOJO Industries, Inc	GOJO Industries, Inc.

FOR FURTHER INFORMATION CONTACT:

Sandra M. Peay, Contact Representative, or Renee Hallman, Case Management Assistant, Federal Trade Commission, Premerger Notification Office, Bureau of Competition, Room H-303, Washington, DC 20580, (202) 326-3100.

By direction of the Commission.

Donald S. Clark,

Secretary.

[FR Doc. 04-25934 Filed 11-22-04; 8:45 am]

BILLING CODE 6750-01-M

FEDERAL TRADE COMMISSION

[File No. 032 3221]

Petco Animal Supplies, Inc.; 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 December 15, 2004.

ADDRESSES: Comments should refer to “Petco Animal Supplies, Inc., File No. 032 3221,” to facilitate the organization of comments. A comment filed in paper form should include this reference both in the text and on the envelope, and should be mailed or delivered to the following address: Federal Trade Commission/Office of the Secretary, Room H-159, 600 Pennsylvania Avenue, NW., Washington, DC 20580. Comments containing confidential material must be filed in paper form, as explained in the **SUPPLEMENTARY INFORMATION** section. The FTC is requesting that any comment filed in paper form be sent by courier or overnight service, if possible, because U.S. postal mail in the Washington area and at the Commission is subject to delay due to heightened security precautions. Comments filed in electronic form (except comments containing any confidential material) should be sent to the following e-mail box: consentagreement@ftc.gov.

FOR FURTHER INFORMATION CONTACT: Alain Sheer, FTC, Bureau of Consumer Protection, 600 Pennsylvania Avenue,

NW., Washington, DC 20580, (202) 326-3321.

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 and 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 November 17, 2004), on the World Wide Web, at “<http://www.ftc.gov/os/2004/11/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. Written comments must be submitted on or before December 15, 2004. Comments