such as public announcement of price increases, and the use of meeting competition clauses in contracts, serve to make competitive information available. There is also evidence of a strong degree of mutual interdependence among hydrogen peroxide producers, and evidence of market tendencies toward coordination and forbearance. For example, sales of hydrogen peroxide among producers are made with some frequency, and in some cases appear to be intended to avoid competitive conflicts. Finally, the complaint also cites projections in documents that prices would be higher after the acquisition than they otherwise would have been.

The Proposed Order

The proposed Order contains a provision that requires Degussa to obtain the prior approval of the Commission of an acquisition of either of the two plants that DuPont would retain. In addition, it contains a provision that requires Degussa to provide prior notification to the Commission before consummating an acquisition of any other North American hydrogen peroxide production facilities, unless such acquisition must be reported under the Hart-Scott-Rodino Antitrust Improvement Act of 1976, 15 U.S.C. 18a (''HSR''). This provision specifically requires that Degussa comply with HSR-like premerger notification and waiting periods.

In accord with the Commission's Statement of Policy Concerning Prior Approval and Prior Notice Provisions, 60 FR 39,745 (Aug. 3, 1995), reprinted in 4 Trade Reg. Rep. (CCH) ¶ 13,241, the prior approval provision ensures that the Commission will have the appropriate mechanism with which to review the originally proposed acquisition, which appeared likely to have anticompetitive effects. The prior notice provision, in addition, ensures that the Commission will obtain notification of hydrogen peroxide acquisitions by Degussa, including potential acquisitions in Canada, that may raise antitrust concerns but would not be reportable under HSR. The prior approval and prior notification provisions therefore afford the Commission ample opportunity to guard against such potentially anticompetitive acquisitions.

The purpose of this analysis is to invite public comment concerning the proposed order. This analysis is not intended to constitute an official interpretation of the agreement and order or to modify their terms in any way.

By direction of the Commission.

Donald S. Clark,

Secretary.

[FR Doc. 98–8764 Filed 4–2–98; 8:45 am]

BILLING CODE 6750–01–M

FEDERAL TRADE COMMISSION

[File No. 981–0076]

The Williams Companies, 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 June 2, 1998.

ADDRESSES: Comments should be directed to: FTC/Office of the Secretary, Room 159, 6th St. and Pa. Ave., NW., Washington, DC 20580.

FOR FURTHER INFORMATION CONTACT: Phillip Broyles, FTC/S–2105, Washington, DC 20580. (202) 326–2805.

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 complaint. An electronic copy of the full text of the consent agreement package can be obtained from the FTC Home Page (for March 27, 1998), 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, NW., Washington, DC 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

I. Introduction

The Federal Trade Commission (''Commission'') has accepted from The Williams Companies, Inc. (''Williams,'' or ''Proposed Respondent'') an Agreement Containing Consent Order (''Proposed Consent Order''). The Proposed Consent Order remedies the likely anticompetitive effects in two product markets arising from certain aspects of Williams' proposed acquisition of MAPCO Inc. (''MAPCO'').

II. Description of the Parties and the Transaction

Williams, headquartered in Tulsa, Oklahoma, is a multinational company doing business in the energy and communications industries. Williams operates natural gas processing plants in Wyoming and pipelines that supply prepare to the upper Midwest. During 1997, Williams had total revenues of approximately $4.4 billion.

MAPCO, also with headquarters in Tulsa, Oklahoma, is involved in the energy industry. One of its principal businesses is the production, shipment, and sale of natural gas liquids, such as propane, butane, and natural gasoline. In 1997, MAPCO had sales and operating revenues of approximately $3.8 billion.

On November 23, 1997, Williams and MAPCO entered into an agreement and plan of merger under which MAPCO will be acquired by Williams. Under the agreement, each share of MAPCO common stock will be exchanged for shares of Williams common stock plus preferred stock purchase rights.

III. The Proposed Complaint and Consent Order

The Commission has entered into an agreement containing a Proposed Consent Order with Williams in settlement of a proposed complaint alleging that the proposed acquisition violates Section 5 of the Federal Trade Commission Act, 15 U.S.C. 45, and that consummation of the acquisition would violate Section 7 of the Clayton Act, 15 U.S.C. 18, and Section 5 of the Federal Trade Commission Act. The complaint alleges that the acquisition will lessen competition in the following markets: (1) the transportation by pipeline and terminaling of propane to (a) central Iowa, including Des Moines and Ogden; (b) northern Iowa and southern Minnesota, including Clear Lake and Sanborn, Iowa, and Mankato, Minnesota; (c) eastern Iowa, including Iowa City; (d) southern Wisconsin and northern Illinois, including Janesville, Wisconsin and Rockford, Illinois; and (e) north central Illinois, including Tampico and Farmington; and (2) the transportation by pipeline of raw mix from southern Wyoming to New Mexico, Texas, Oklahoma, and Kansas.

To remedy the alleged anticompetitive effects of the proposed acquisition, the Proposed Consent Order requires Williams to: (1) comply with a Pipeline Lease and Operating Agreement between Williams and Kinder Morgan Operating L.P. ''A'' (''Kinder Morgan''); and (2) agree to connect Williams' Wyoming gas processing plants to any proposed raw mix pipeline that could compete with MAPCO and requests such a connection. The Proposed Consent Order also provides that no modification to the Kinder Morgan Agreement shall be made without prior approval by the Commission.

For ten (10) years after the consent order becomes final, Williams is prohibited from acquiring any interest in a concern that provides, or any assets used for, the pipeline transportation or terminating of propane in Iowa or within 70 miles of the Iowa border, without giving prior notice to the Commission.

Williams is required to file annual compliance reports with the Commission for the next ten (10) years, with the first report due one year after the proposed order becomes final. Within 60 days and 120 days after this order becomes final, Williams is required to provide the Commission with a report detailing its compliance with Paragraph III.C. of the order.

IV. Resolution of Antitrust Concerns

The Proposed Consent Order alleviates the alleged antitrust concerns arising from the acquisition in the markets discussed below.

A. Pipeline Transportation and Terminaling of Propane to Markets in the Upper Midwest

Propane is shipped by pipeline from production centers in Kansas and Canada to terminals in the upper Midwest, including Iowa, Wisconsin, Illinois and Minnesota. Retail propane dealers pick up propane at these terminals for delivery to users of propane. Important uses for propane in the local markets involved here includes residential heating and agricultural crop drying.

Williams and MAPCO own pipelines and transport propane to terminals that serve customers at various locations in Iowa, Illinois, Wisconsin and Minnesota. In several areas, terminals supplied by Williams and MAPCO pipelines are the only, or almost the only, sources of propane. These area are: (a) central Iowa, including Des Moines and Ogden; (b) northern Iowa and southern Minnesota, including Clear Lake and Sanborn, Iowa, and Mankato, Minnesota; (c) eastern Iowa, including Iowa City; (d) southern Wisconsin and northern Illinois, including Janesville, Wisconsin and Rockford, Illinois; and (e) north central Illinois, including Tampico and Farmington.

MAPCO owns and operates pipelines that transport propane to MAPCO's terminals in these areas. MAPCO has terminals in Ogden, Sanborn and Iowa City, Iowa; Janesville, Wisconsin; Farmington, Illinois; and Mankato, Minnesota.

Williams owns and operates pipelines that supply propane to terminals owned by Kinder Morgan in these areas. Williams has agreements with Kinder Morgan under which Kinder Morgan leases pipeline capacity from Williams to supply its customers at Kinder Morgan terminals. One agreement gave Williams an option to terminate with one year's notice. The other agreements are due to expire by 2001. Williams' pipeline is the only source of propane for Kinder Morgan's terminal in Clear Lake, Iowa. Kinder Morgan's terminals in Rockford and Tampico, Illinois, and Iowa City and Des Moines, Iowa, receive propane from the Williams pipeline or a Kinder Morgan pipeline. The Williams pipeline supplies a substantial portion of the propane delivered to these Kinder Morgan terminals. Kinder Morgan needs this capacity to be an effective competitive constraint on MAPCO. Because it owns and operates the pipeline, Williams can effectively control the supply of propane to the Kinder Morgan terminals under the current agreement.

Each geographic area indicated above is a relevant antitrust geographic market because pipeline and terminal operators in each market could profitably raise prices by a small but significant and nontransitory amount without losing enough sales to other areas to make such an increase unprofitable. Retail propane dealers cannot economically turn to other areas to obtain their propane supply because of the additional costs associated with using more distant sources.

The acquisition will eliminate Williams and MAPCO as independent competitors in the pipeline transportation of propane in these areas. The acquisition also will increase the ability of the combined Williams/MAPCO, either unilaterally or through coordinated interaction, to raise prices and restrict the supply of propane. In addition, following the acquisition, Williams will have both the incentive and the ability to restrict access to propane at Kinder Morgan's terminals, which will diminish Kinder Morgan's ability to compete with MAPCO. New entry is unlikely to be timely and sufficient to defeat an anticompetitive price increase because it would entail substantial sunk costs. The transaction could raise the costs of propane in these markets by more than $2 million per year.

To remedy the potential anticompetitive effects, Paragraph II of the Proposed Consent Order requires the Proposed Respondent to comply with the Pipeline Lease and Operating Agreement between Williams and Kinder Morgan dated March 3, 1998. This Agreement will ensure Kinder Morgan's access to pipeline capacity, prevent Williams from affecting Kinder Morgan's ability to act as an independent competitor in the transportation and terminaling of propane in these markets, and thus prevent any lessening of competition.

B. Transportation of Raw Mix From Southern Wyoming

''Raw mix'' is a mixture of natural gas liquids—including ethane, butanes, and propane—that remains after the natural gas is extracted. MAPCO owns the only pipeline that transports raw mix from natural gas processing plants in southern Wyoming to fractionation plants in Texas, New Mexico, Kansas, and Oklahoma. Those fractionation plants separate the raw mix into its component products. Williams operates two large gas processing plants in Wyoming, where it obtains raw mix from processing natural gas of its own and for others. Williams and the other owners of this raw mix ship it from southern Wyoming to fractionation plants on the MAPCO pipeline.

The pipeline transportation of raw mix from southern Wyoming to New Mexico, Texas, Oklahoma, and Kansas is a relevant antitrust market. MAPCO could profitably raise the price of such transportation by a small but significant and nontransitory amount without losing enough volume to make such an increase unprofitable. Owners of raw mix cannot economically use other means of transportation to deliver their product to fractionators in these states.

Because of MAPCO's monopoly position, other companies have considered building a competing pipeline to transport raw mix to fractionators. Reacting to the potential competition, MAPCO planned to expand the capacity of its pipeline and to offer a discounted tariff.

Williams had discussions with companies about building a pipeline to compete with MAPCO. Once it entered into the agreement and plan of merger with MAPCO, Williams ended these discussions.

MAPCO perceived that Williams would be an important participant in a competing pipeline because of the location of its gas processing plants and the volume of raw mix extracted at these plants. The proposed acquisition would likely eliminate the possibility that any new or planned competing pipeline could connect to Williams' gas processing plants, which in turn would make it difficult or impossible for the owners of raw mix in Williams' plants to commit their volume to the competing pipeline. The unavailability of this volume would have made the construction of a competing pipeline very unlikely. As a result, the merged Williams/MAPCO would have an increased ability to raise prices and limit capacity on the MAPCO raw mix pipeline from southern Wyoming. Without the Proposed Consent Order, the merger could raise costs to raw mix owners in southern Wyoming by approximately $8 million or more per year.

To remedy this harm, Paragraph III of the Proposed Consent Order provides that, within 30 days of receipt of a written request from an exiting or proposed pipeline, Williams must agree to connect each of Williams' Wyoming gas processing plants to the pipeline.

V. Opportunity for Public Comment

The Proposed Consent Order has been placed on the public record for sixty (60) days for receipt 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 Proposed Consent Order and the comments received and will decide whether it should withdraw from the Proposed Consent Order to make the order final.

The purpose of this analysis is to invite public comment on the Proposed Consent Order to aid the Commission in its determination of whether to make final the Proposed Consent Order. This analysis does not constitute an official interpretation of the Proposed Consent Order, nor is it intended to modify the terms of the Proposed Consent Order in any way.

By direction of the Commission.

Donald S. Clark,

Secretary.

[FR Doc. 98–8763 Filed 4–2–98; 8:45 am]

BILLING CODE 6750–01–M

DEPARTMENT OF HEALTH AND HUMAN SERVICES

Centers for Disease Control and Prevention

[Program Announcement No. 98043]

National Partnerships for Human Immunodeficiency Virus (HIV) Prevention, Notice of Availability of Funds for Fiscal Year 1998

Purpose

The Centers for Disease Control and Prevention (CDC) announces the availability of fiscal year (FY) 1998 funds for cooperative agreements with national organizations that have national, regional, State, or local networks, chapters, affiliates, constituent organizations, or offices to (a) develop national, State, and local leadership and support for HIV prevention programs and policies, and (b) build capacity and skills for HIV prevention activities at the State and local levels. This program focuses primarily on national business- or labor-related, religion- or faith-based, performing arts, and professional media organizations, as defined in this program announcement, but may also include national civic or service organizations. It may also include academic institutions working in partnership with such organizations.

This announcement relates to the priority areas of educational and community-based programs, HIV infection, and sexually transmitted diseases (STDs). It addresses the ''Healthy People 2000'' objectives by providing support for primary prevention for persons at risk for HIV infection and by increasing the availability and coordination of prevention and early intervention services for HIV-infected persons. CDC encourages all grant recipients to provide HIV prevention education to their employees and staff.

Eligible Applicants

To be eligible for funding under this announcement, applicants must be (1) a tax-exempt, non-profit national business- or labor-related, religion- or faith-based, performing arts, professional media, or civic or service organization , as defined below, whose net earnings in no part accrue to the benefit of any private shareholder or person; or (2) an academic institution working in collaboration with such organizations. Tax-exempt status is determined by the Internal Revenue Service (IRS) Code, Section 501(c)(3). Tax-exempt status may be proved by either providing a copy of the pages from the IRS' most recent list of 501(c)(3) tax-exempt organizations or a copy of the current IRS Determination Letter. Proof of tax-exempt status must be provided with the application. CDC will not accept an application without proof of tax-exempt status.

For purposes of this cooperative agreement, the following definitions are used:

A *national business-* or *labor-related organization* is a non-profit, professional or voluntary organization, that (1) has businesses, business leaders, or labor leaders as a major focus or constituency; or (2) is a labor union; or (3) is a trade association. In addition, the organization (1) has a formal or informal network, chapters, affiliates, constituent organizations, or offices in multiple U.S. States or territories; and (2) has access to national corporate, business, union, or labor leaders and managers (e.g., human resource managers). For example, a labor union with chapters in multiple States would meet the definition of a national business- or labor-related organization, whereas an individual State chapter of a national labor union would not.

A *national faith organization* is a non-profit, professional or voluntary organization which (1) has primarily a religious, faith, or spiritual basis or constituency; (2) has a formal or informal network, chapters, affiliates, constituent organizations, or offices in multiple U.S. States or territories; and (3) has access to national religious, faith, and spiritual leaders. For example, a national organization of churches that has constituent chapters or affiliates in multiple States would meet the definition of a national faith organization, whereas an individual church, mosque, or synagogue would not.

A *national performing arts organization* is a nonprofit, professional or voluntary organization which (1) has expertise in using the performing arts for health promotion purposes among youth (i.e., persons ≤24 years old), and (2) has, or has the capacity to develop, a formal or informal network of performing arts organizations or groups in multiple States or territories. For example, a performing arts organization or group that has a communications network with performing arts groups in multiple States would meet the