

CFR 225.14) to become a bank holding company or to acquire a bank or bank holding company. The factors that are considered in acting on the applications are set forth in section 3(c) of the Act (12 U.S.C. 1842(c)).

Each application is 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 to the Reserve Bank or to the offices of the Board of Governors. Any comment on an application that requests a hearing must include a statement of why a written presentation would not suffice in lieu of a hearing, identifying specifically any questions of fact that are in dispute and summarizing the evidence that would be presented at a hearing.

Unless otherwise noted, comments regarding each of these applications must be received not later than March 15, 1996.

A. Federal Reserve Bank of Atlanta (Zane R. Kelley, Vice President) 104 Marietta Street, N.W., Atlanta, Georgia 30303:

1. *Community Financial Group, Inc.*, Nashville, Tennessee; to become a bank holding company by acquiring 80 percent of the voting shares of The Bank of Nashville, Nashville, Tennessee.

B. Federal Reserve Bank of Minneapolis (James M. Lyon, Vice President) 250 Marquette Avenue, Minneapolis, Minnesota 55480:

1. *Norwest Corporation*, Minneapolis, Minnesota; to acquire 100 percent of the voting shares of Benson Financial Corporation, San Antonio, Texas, and thereby indirectly acquire Kelly Field National Bank, Leon Valley, Texas, and Groos Bank, N.A., San Antonio, Texas.

Board of Governors of the Federal Reserve System, February 15, 1996.

Jennifer J. Johnson,

*Deputy Secretary of the Board.*

[FR Doc. 96-3912 Filed 2-21-96; 8:45 am]

BILLING CODE 6210-01-F

**First Financial Bancorp, et al.; Notice of Applications to Engage de novo in Permissible Nonbanking Activities**

The companies listed in this notice have filed an application under § 225.23(a)(1) of the Board's Regulation Y (12 CFR 225.23(a)(1)) for the Board's approval under section 4(c)(8) of the Bank Holding Company Act (12 U.S.C. 1843(c)(8)) and § 225.21(a) of Regulation Y (12 CFR 225.21(a)) to commence or to engage *de novo*, either directly or through a subsidiary, in a nonbanking activity that is listed in § 225.25 of Regulation Y as closely related to banking and permissible for bank holding companies. Unless otherwise noted, such activities will be conducted throughout the United States.

Each application is 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 question 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." 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 March 6, 1996.

A. Federal Reserve Bank of Cleveland (John J. Wixted, Jr., Vice President) 1455 East Sixth Street, Cleveland, Ohio 44101:

1. *First Financial Bancorp*, Hamilton, Ohio, to engage *de novo* through its

subsidiary, First Finance Mortgage Company of Southwestern Ohio, Inc., Fairfield, Ohio, in making, acquiring, and servicing loans or other extensions of credit directly or for the account of others, pursuant to § 225.25(b)(1) of the Board's Regulation Y.

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

1. *Heartland Bancshares, Inc.*, Lenox, Iowa; to engage *de novo* in making and servicing loans, pursuant to § 225.25(b)(1) of the Board's Regulation Y.

Board of Governors of the Federal Reserve System, February 15, 1996.

Jennifer J. Johnson,

*Deputy Secretary of the Board.*

[FR Doc. 96-3913 Filed 2-21-96; 8:45 am]

BILLING CODE 6210-01-F

**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.

TRANSACTIONS GRANTED EARLY TERMINATION BETWEEN: 012996 AND 020996

Name of acquiring person, name of acquired person, name of acquired entity	PMN No.	Date terminated
Emmpak Foods, Inc., Wisconsin Packing Co., Inc., Wisconsin Packing Co., Inc	96-0749	01/29/96
Acadia Partners, L.P., Lehman Brothers Holdings Inc., LW-SSP2, L.P	96-0763	01/29/96
The Trident Partnership, L.P., Odyssey Partners, L.P., Sen-Tech International Holdings, Inc	96-0782	01/29/96
Weyerhaeuser Company, The Mead Corporation, Mead Coated Board, Inc	96-0784	01/29/96
Weyerhaeuser Company, Fosterlane Holdings Corporation, Evergreen Timberlands Corporation	96-0785	01/29/96

## TRANSACTIONS GRANTED EARLY TERMINATION BETWEEN: 012996 AND 020996—Continued

Name of acquiring person, name of acquired person, name of acquired entity	PMN No.	Date terminated
Mr. Richard A. Benedek, Mr. William S. Morris III, Stauffer Communications, Inc .....	96-0787	01/29/96
Team Rental Group, Inc., Chrysler Corporation, Van Pool Services, Inc .....	96-0818	01/29/96
Bessemer Securities Corporation, Dan S. Sandel, Devon Industries, Inc .....	96-0821	01/29/96
Mr. A. Richard Benedek, Mr. Paul Brissette, Jr., Brissette Broadcasting Corporation .....	96-0835	01/29/96
Merrill Lynch & Co., Inc., Rykoff-Sexton, Inc., Rykoff-Sexton, Inc .....	96-0850	01/29/96
Merrill Lynch Capital Appr. Partnership No. B-XVIII, LP, Rykoff-Sexton, Inc., Rykoff-Sexton, Inc .....	96-0851	01/29/96
Merrill Lynch Capital Appr. Partnership No. XIII, L.P., Rykoff-Sexton, Inc., Rykoff-Sexton, Inc .....	96-0852	01/29/96
Lincoln National Corporation, Bell Atlantic Corporation, Christopher Budden, Carla Giannini and David Hodes as T .....	96-0853	01/29/96
American Family Restaurants, Inc., Jack M. Lloyd, Denwest Restaurant Corporation .....	96-0855	01/29/96
Jack M. Lloyd, American Family Restaurants, Inc., American Family Restaurants, Inc .....	96-0856	01/29/96
Regency Health Services, Inc., Liberty-LHC Corp., Liberty Healthcare Limited Partnership .....	96-0878	01/29/96
Healthsource, Inc., Central Massachusetts Health Care, Inc., Central Massachusetts Health Care, Inc .....	96-0768	01/30/96
Han-Ching Lin and Hui-Ying Chou, Travelers Group Inc., Hotel Pleasanton Limited, L.P .....	96-0822	01/30/96
E.I. du Pont de Nemours and Company, Zapata Corporation, Cimarron Gas Holding Company .....	96-0833	01/30/96
Wallace Computer Services, Inc., Forms Engineering Company, Forms Engineering Company .....	96-0885	01/30/96
The Sherwin-Williams Company, Imperial Chemicals Industries PLC, Grow Group, Inc. and Cello Corp .....	96-0844	01/31/96
MBNA Corporation, Keystone Financial, Inc., Mid-State Bank and Trust Company .....	96-0899	02/01/96
The Multicare Companies, Inc., Concord Health Group, Inc., Concord Health Group, Inc. ....	96-0907	02/01/96
Renal Treatment Center, Inc., Dudley S.J. Seto, Intercontinental Medical Services, Inc .....	96-0766	02/02/96
Linde AG, Praxair, Inc., Praxair Technology, Inc .....	96-0771	02/02/96
Toshiba Corporation, International Business Machines Corporation, Virginia LLC Holding, Inc .....	96-0802	02/02/96
National Life Insurance Company, Vereinigte Haftpflicht Vericherung, V.a.G. (Swiss corp), Hannover Holdings, Inc. and LSW Holding Corporation .....	96-0816	02/02/96
National Life Insurance Company, Swiss Reinsurance Company, Hannover Holdings, Inc. and LSW Holding Corporation .....	96-0817	02/02/96
General Parts, Inc., Daniel C. Sussen, Sussen, Incorporated .....	96-0846	02/02/96
Ford Motor Company, Dover Corporation, Dover Industries Acceptance, Inc .....	96-0854	02/02/96
Welsh, Carson, Anderson & Stowe VII, L.P., Newco (JV), Newco (JV) .....	96-0863	02/02/96
Welsh, Carson, Anderson & Stowe VII, L.P., LeBonheur Health Systems, Inc., Southern Health Systems, Inc ..	96-0864	02/02/96
Alco Standard Corporation, Wilheit Family Properties, L.P., Tom Wilheit Packaging Materials Company .....	96-0865	02/02/96
Mayo Foundation, Immanuel-St. Joseph's Hospital of Mankato, Inc., Immanuel-St. Joseph's Hospital .....	96-0876	02/02/96
Blue Cross of California, Massachusetts Mutual Life Insurance Co., MassMutual Holding Company Two, Inc ...	96-0879	02/02/96
Mr. Joe Lewis Allbritton, Federal Enterprises, Inc., Federal Broadcasting Company .....	96-0880	02/02/96
Corporate Express, Inc., U.S. Delivery Systems, Inc., U.S. Delivery Systems, Inc .....	96-0905	02/02/96
Robert B. Rowling, The Wharf (Holdings) Limited, Omni Hotels Corporation .....	96-0913	02/02/96
The Morgan Stanley Real Estate Fund II, L.P., Chevron Corporation, Chevron Corporation .....	96-0926	02/02/96
Gibraltar Steel Corporation, Carolina Commercial Heat Treating, Inc., Carolina Commercial Heat Treating, Inc ..	96-0935	02/02/96
General Electric Company, Access America Telemanagement, Inc., Access America Telemanagement, Inc .....	96-0751	02/05/96
Sisters of St. Joseph of Nazareth, Franciscan Services Corporation, Holy Cross Health Services of Michigan, Inc .....	96-0805	02/05/96
H.J. Heinz Company, Earth's Best, Inc., Earth's Best, Inc .....	96-0894	02/05/96
CAI Wireless Systems, Inc., Heartland Wireless Communications, Inc., Heartland Wireless Communications, Inc .....	96-0900	02/05/96
Heartland Wireless Communications, Inc., CAI Wireless Systems, Inc., CS Wireless Systems, Inc .....	96-0901	02/05/96
J. Dix Druce, Jr., GAN Societe Central de Group des Assurance Nationales, Hawkeye National Life Insurance Company .....	96-0925	02/05/96
U.S. Trust Company of California N.A.—trustee of AECOM, TCB Inc., TCB Inc .....	96-0929	02/05/96
ChiRex Inc., Sepracor Inc., SepraChem Inc .....	96-0938	02/05/96
Sepracor Inc., ChiRex Inc., ChiRex Inc .....	96-0939	02/05/96
Thomas O. Hicks, Norman N. Green, Dallas Hockey Club, Inc .....	96-0959	02/05/96
Bessemer Securities Corporation, Kelley Oil & Gas Corporation, Kelley Oil & Gas Corporation .....	96-0912	02/06/96
First Union Corporation, Mary L.G. Theroux, Interail, Inc .....	96-0937	02/06/96
Amgen Inc., NPS Pharmaceuticals, NPS Pharmaceuticals .....	96-0794	02/07/96
Shaw Industries, Inc., Ulrich E. Meyer, Carpetland USA, Inc .....	96-0869	02/07/96
Deere & Company, InterAg Technologies, Inc., InterAg Technologies, Inc .....	96-0883	02/07/96
Western Wireless Corporation, GTE Corporation, GTE Mobilnet Incorporated .....	96-0886	02/07/96
Estate of Albert Reimann, Maybelline, Inc., Maybelline, Inc .....	96-0909	02/07/96
Merrill Lynch Capital Appreciation Company Limited II, Rykoff-Sexton, Rykoff-Sexton .....	96-0911	02/07/96
International Business Machines Corporation, Digital Domain, Inc., Digital Domain, Inc .....	96-0914	02/07/96
Cox Enterprises, Inc., Digital Domain, Inc., Digital Domain, Inc .....	96-0919	02/07/96
CSM nv, Philip and Mariette Orth, Ph. Orth Co .....	96-0928	02/07/96
Illinois Tool Works Inc., Medalist Industries, Inc., Medalist Industries, Inc .....	96-0930	02/07/96
Loyal Trust No. 1, Meridian Industrial Trust, Inc., Meridian Industrial Trust, Inc .....	96-0945	02/07/96
The Warnaco Group, Inc., Cygne Designs, Inc., Cygne Designs, Inc .....	96-0957	02/07/96
General Electric Company, EMLICO Joint Provisional Liquidators (Bermuda), Electric Insurance Company .....	96-0918	02/08/96
SmithKline Beecham plc, Human Genome Sciences, Inc., Human Genome Sciences, Inc .....	96-0922	02/08/96
Rifkin Acquisition Partners, L.L.L.P., Mid-Tennessee CATV, L.P., Mid-Tennessee Cable Limited Partnership ...	96-0924	02/08/96
Arch Communications Group, Inc., Merrill Lynch Capital Appreciation Part. No. B-XXIV, LP, Westlink Holdings, Inc .....	96-0951	02/08/96
General Motors Corporation, Litton Industries, Inc., Litton Systems, Inc .....	96-0226	02/09/96

## TRANSACTIONS GRANTED EARLY TERMINATION BETWEEN: 012996 AND 020996—Continued

Name of acquiring person, name of acquired person, name of acquired entity	PMN No.	Date terminated
Praxair, Inc., The Shumway Estate, General Welding Supply Co., Inc .....	96-0841	02/09/96
David C. Arch, Bayer AG, Bayer Corporation .....	96-0884	02/09/96
Horizon/CMS Healthcare Corporation, Pacific Rehabilitation & Sports Medicine, Inc., Pacific Rehabilitation & Sports Medicine, Inc .....	96-0890	02/09/96
Dover Corporation, The 162 Trust, Hill Samuel Trust Company, Ltd., Trustee, Robohand, Inc .....	96-0891	02/09/96
Dover Corporation, Mr. Alexandru Ionescu, Robohand, Inc .....	96-0892	02/09/96
CENEX, Inc., MAPCO Inc., Thermogas Company .....	96-0904	02/09/96
Bruce G. Robert, Volker Dolch, Dolch American Instruments, Inc .....	96-0921	02/09/96
The Bank of New York Company, Inc., PNC Bank Corp., Midlantic Commercial Co .....	96-0941	02/09/96
ECCO S.A. (a French company) BCE Inc. (a Canadian company), BCE Commcor Management, Inc .....	96-0942	02/09/96
Ameritech Pension Trust, Meridian Industrial Trust, Inc., Meridian Industrial Trust, Inc .....	96-0943	02/09/96
Wendy's International, Inc., Imasco Limited, MRO Mid-Atlantic Corporation and MRO Northeast, Incorp .....	96-0946	02/09/96
Danaher Corporation, KTM Holdings, Inc., Ketema, Inc .....	96-0954	02/09/96
Tiger Real Estate Fund, L.P., Martin V. Smith, Smith Family Trust .....	96-0955	02/09/96
Sybron International Corporation, The Naugatuck Glass Company, The Naugatuck Glass Company .....	96-0956	02/09/96
Century Communications Corp., ML Media Partners, L.P., ML Media Partners, L.P .....	96-0963	02/09/96
Pasadena Hospital Assoc., Ltd., dba Huntington Mem. Hos, Montebello Community Health Services, Inc., Montebello Community Health Services, Inc .....	96-0964	02/09/96
Snyder Oil Corporation, Gerrity Oil and Gas Corporation, Gerrity Oil & Gas Corporation .....	96-0965	02/09/96
Southern California Physicians Insurance Exchange, Citicorp, FG Insurance Corporation and FG Casualty Company .....	96-0969	02/09/96
Wolseley plc, John M. Denlinger, Denlinger, Inc .....	96-0970	02/09/96
Madison Dearborn Capital Partners, L.P., New River Holding, Inc., New River Holding, Inc .....	96-0976	02/09/96
Detection Systems, Inc., Expamet International PLC (a British company), Radionics, Inc .....	96-0979	02/09/96
EXOR Group S.A., New River Holdings, Inc., New River Holdings, Inc .....	96-0984	02/09/96
The 1818 Fund II, L.P., New River Holding, Inc., New River Holding, Inc .....	96-0985	02/09/96
Philip S. Niarchos, RCPI Holdings Inc. (a Newco), RCPI Holdings Inc .....	96-0990	02/09/96
Spyros S. Niarchos, RCPI Holdings Inc. (a Newco), RCPI Holdings Inc .....	96-0991	02/09/96
First Union Corporation, Gerald L. Kilcoyne, Northbrook Rail Corporation .....	96-0997	02/09/96
Ronald M. Cameron, Piedmont Poultry Company, Inc., Piedmont Poultry Company .....	96-0999	02/09/96
AMP Incorporated, Robert M. Bretholtz, Madison Cable Corp. and assets of Jared Associates .....	96-1002	02/09/96
AMP Incorporated, Harold N. Cotton, Madison Cable Corp. and assets of Jared Associates .....	96-1003	02/09/96

**FOR FURTHER INFORMATION CONTACT:**

Sandra M. Peay or Renee A. Horton,  
Contact Representatives, Federal  
Trade Commission, Premerger  
Notification Office, Bureau of  
Competition, Room 303, Washington,  
D.C. 20580, (202) 3100.

By Direction of the Commission.

Donald S. Clark,

Secretary.

[FR Doc. 96-3930 Filed 2-21-96; 8:45 am]

BILLING CODE 6750-01-M

[File No. 952-3188]

**Azrak-Hamway International, Inc.,  
Marvin Azrak, Ezra Hamway; Consent  
Agreement With Analysis To Aid  
Public Comment**

**AGENCY:** Federal Trade Commission.

**ACTION:** Consent agreement.

**SUMMARY:** In settlement of alleged violations of federal law prohibiting unfair acts and practices and unfair methods of competition, this consent agreement, accepted subject to final Commission approval, would bar the New York City-based corporation from using deceptive demonstrations and certain other misrepresentations in

future advertising campaigns. Azrak-Hamway, which distributes toys through its Remco Toys Division, is also required to notify television stations that ran its allegedly deceptive ads of the FTC action, to advise television stations of the availability of guidelines for screening children's advertising, and to offer a refund to customers who bought its Steel Tec toy vehicles. The consent agreement settles allegations stemming from the advertising and marketing of Azrak-Hamway International's line of Steel Tec toy vehicles.

**DATES:** Comments must be received on or before April 22, 1996.

**ADDRESSES:** Comments should be directed to: FTC/Office of the Secretary, Room 159, 6th Street and Pennsylvania Avenue, NW., Washington, D.C. 20580.

**FOR FURTHER INFORMATION CONTACT:**

Toby Milgrom Levin, Federal Trade Commission, S-4002, 6th and Pennsylvania Avenue NW., Washington, DC 20580, (202) 326-3156.

Joel Winston, Federal Trade Commission, S-4002, 6th and Pennsylvania Avenue NW., Washington, DC 20580. (202) 326-3153.

**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)).

United States of America Before  
Federal Trade Commission

In the matter of: Azrak-Hamway International, Inc., a corporation, and Marvin Azrak and Ezra Hamway, individually and as officers of said corporation. File No. 952 3188.

Agreement Containing Consent Order  
To Cease and Desist

The Federal Trade Commission, having initiated an investigation of certain acts and practices of Azrak-