

Trans No.	Acquiring	Acquired	Entities
20020933 .....	The St. Paul Companies, Inc. ....	Old Mutual plc .....	NWQ Investment Management Co., Inc.
20020940 .....	Newhouse Broadcasting Corporation.	AOL Time Warner Inc. ....	Time Warner Entertainment Advance/Newhouse Partnership
20020942 .....	Vestar Capital Partners IV, L.P. ....	Pro-Fac Cooperative, Inc .....	Agrilink Foods, Inc.
20020945 .....	Francisco Partners, L.P. ....	General Electric Company .....	GE Information Services, Inc. RMS Electronic Commerce Systems, Inc.
20020947 .....	Code, Hennessy & Simmons IV, L.P..	Atlantic Equity Partners International II L.P..	Otis Spunkmeyer, Inc.
20020950 .....	AOL Time Warner, Inc .....	AOL Time Warner, Inc. ....	Time Warner Entertainment Advance/Newhouse Partnership.

**Transactions Granted Early Termination—07/15/2002**

20020778 .....	FPL Group Inc. ....	BayCorp Holdings, Ltd. ....	BayCorp Holdings, Ltd.
20020781 .....	FPL Group, Inc. ....	Northeast Utilities .....	Northeast Utilities.
20020782 .....	FPL Group, Inc. ....	UIL Holdings Corporation .....	UIL Holdings Corporation.
20020783 .....	FPL Group, Inc. ....	The National Grid Group PLC .....	The National Grid Group PLC.
20020875 .....	Pliva d.d. ....	Sobel N.V. ....	Sobel Holdings Inc.
20020919 .....	J.P. Morgan Chase & Co .....	Atlantic Equity Partners International, II, L.P.	BPC Holdings Corporation.
20020921 .....	Public Service Enterprise Group Inc	Wisconsin Energy Corp .....	Wisvest-Connecticut, LLC.

**Transactions Granted Early Termination—07/17/2002**

20020943 .....	Intuit, Inc. ....	Eclipse, Inc. ....	Eclipse, Inc.
20020953 .....	The News Corporation Limited .....	The News Corporation Limited .....	Affiliated Regional Communications, Ltd. ARC Holding, Ltd. Fox Sports Net National Network Holdings, LLC. Fox Sports Net Rocky Mountain LLC Liberty/Fox ARC, L.P. Prime Network LLC
20020959 .....	MDCP IV Global Investments LP ....	Jefferson Smurfit Group plc .....	Jefferson Smurfit Group plc.

**Transactions Granted Early Termination—07/18/2002**

20020951 .....	State Street Corporation .....	James Kelly .....	International Fund Services (N.A.), L.L.C. Investment Management Services, Inc.
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**Transactions Granted Early Termination—07/19/2002**

20020935 .....	Daniel Gilbert .....	Intuit Inc. ....	Quicken Loans, Inc. Title Source, Inc.
20020954 .....	AT&T Wireless Services, Inc .....	AT&T Wireless Services, Inc .....	Boise City Cellular Partnership.
20020955 .....	AT&T Wireless Services, Inc .....	AT&T Wireless Services, Inc .....	Greeley Cellular Telephone Company.
20020957 .....	EPCOR Utilities, Inc. ....	Duke Energy Corporation .....	Frederickson Power L.P. Frederickson Power Management, Inc.
20020963 .....	Francisco Partners, L.P. ....	Agere Systems Inc .....	Agere Systems Inc.
20020964 .....	The Katz Trust .....	Phar-Mor, Inc. ....	Phar-Mor, Inc.
20020969 .....	First Data Corporation .....	BP p.l.c. ....	PayPoint Electronic Payment Systems, Inc.
20020973 .....	Elkem ASA .....	Sapa AB .....	Sapa AB.
20020980 .....	Kelso Investment Associates VI, L.P	Nortek Holding, Inc .....	Nortek Holding, Inc.

**FOR FURTHER INFORMATION CONTACT:**  
Sandra M. Peay, Contact Representative,  
Federal Trade Commission, Premerger  
Notification Office, Bureau of  
Competition, Room 303, Washington,  
DC 20580. (202 326-3100).

By Direction of the Commission.  
**Donald S. Clark,**  
*Secretary.*  
[FR Doc. 02-20336 Filed 8-9-02; 8:45 am]  
**BILLING CODE 6750-01-M**

**FEDERAL TRADE COMMISSION**

[File No. 022 3095]

**Philips Electronics North America  
Corporation; 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 September 3, 2002.

**ADDRESSES:** Comments filed in paper form should be directed to: FTC/Office of the Secretary, Room 159-H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. Comments filed in electronic form should be directed to: [consentagreement@ftc.gov](mailto:consentagreement@ftc.gov), as prescribed below.

**FOR FURTHER INFORMATION CONTACT:** Linda Badger or Matthew Gold, Federal Trade Commission, Western Regional Office, 901 Market St., Suite 570, San Francisco, CA 94103. (415) 848-5151 or (415) 848-5176.

**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 August 5, 2002), on the World Wide Web, at "<http://www.ftc.gov/os/2002/08/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. Comments filed in paper form should be directed to: FTC/Office of the Secretary, Room 159-H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. If a comment contains nonpublic information, it must be filed in paper form, and the first page of the document must be clearly labeled "confidential." Comments that do not

contain any nonpublic information may instead be filed in electronic form (in ASCII format, WordPerfect, or Microsoft Word) as part of or as an attachment to e-mail messages directed to the following e-mail box:

[consentagreement@ftc.gov](mailto:consentagreement@ftc.gov). Such comments will be considered by the Commission and will be available for inspection and copying at its principal office in accordance with § 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 accepted an agreement to a proposed consent order with Philips Electronics North America Corporation ("Philips"). Philips manufactures, advertises, labels, offers for sale, sells, and distributes consumer electronic equipment and other electronic products to the public. Through its division, Philips Consumer Electronics North America, Philips manufactures, advertises, labels, offers for sale, sells, and distributes computer peripheral equipment, such as CD-rewritable drives and computer monitors.

The proposed consent order has been placed on the public record for thirty (30) days for reception of comments by interested persons. Comments received during this period will become part of the public record. After thirty (30) 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.

This matter concerns cash rebate offers that Philips made to consumers who purchased computer peripheral products. The complaint alleges that respondent engaged in deceptive and unfair practices relating to these rebate offers. Specifically, the complaint alleges that respondent falsely represented that it would deliver cash rebates to purchasers of its computer peripheral products within eight weeks. For its promotions offered through its division, Philips Consumer Electronics North America, from January 2001 to January 2002, over fifty thousand consumers experienced delays of up to six months or more. The rebates at issue ranged from \$20 to \$100 in value.

The complaint further alleges that, in the advertising and sale of its computer peripheral products, Philips offered to deliver rebates in eight weeks to consumers who purchased a Philips computer peripheral product and submitted a rebate form with proof of purchase. After receiving rebate requests in conformance with this offer, Philips

unilaterally extended the time period in which it would deliver the rebates to consumers without consumers agreeing to this extension of time. According to the complaint, this constituted an unfair business practice.

The proposed consent order contains provisions designed to prevent Philips from engaging in similar acts and practices in the future. Part I applies to Philips' marketing of personal computer or personal computer-related product sold to consumers, including but not limited to, monitors, speakers, sound cards, CD-RW drives, DVD+RW drives, and multimedia projectors. With regard to these products, Part I.A. prohibits the respondent from misrepresenting the time in which it will mail any cash rebate or any credit towards future purchases. Parts I.B. and I.C. prohibit Philips from failing to provide any such rebate within the time specified, or if no time is specified, within thirty days.

Part I.D. prohibits the respondent from violating the Federal Trade Commission's Trade Regulation Rule Concerning Mail or Telephone Order Merchandise (the "Mail Order Rule") if it offers rebates in the form of merchandise. Part I.E. addresses rebates in the form of services or other consideration that the Mail Order Rule does not cover. That provision requires the respondent to provide the rebate in the time specified, or within thirty days if no time is specified, unless the respondent offers the purchaser the option of consenting to the delay or canceling the rebate request and promptly receiving reasonable cash compensation instead of the promised rebate. Part I.F. requires that the company not "misrepresent, in any manner, expressly or by implication, any material terms of any rebate program, including the status of or reasons for any delay in providing any rebate."

Part II of the proposed order is a redress provision which requires the company to pay out all valid rebates requests that are due or past due as of the date of service of the order. This provision also requires the respondent to send a rebate to any eligible consumer who contacts the respondent or the FTC for a period of 60 days after service of the order.

Parts III through VI of the proposed order are reporting and compliance provisions. Part VII is a provision, "sunsetting" the order after twenty years, with certain exceptions.

The purpose of this analysis is to facilitate public comment on the proposed order, and it is not intended to constitute an official interpretation of

the agreement and proposed order or to modify in any way their terms.

By direction of the Commission.

**Benjamin I. Berman,**

*Acting Secretary.*

[FR Doc. 02-20334 Filed 8-9-02; 8:45 am]

BILLING CODE 6750-01-M

## FEDERAL TRADE COMMISSION

[File No. 012 3191]

### Tim R. Wofford/OKie Corporation; 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 September 3, 2002.

**ADDRESSES:** Comments filed in paper form should be directed to: FTC/Office of the Secretary, Room 159-H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. Comments filed in electronic form should be directed to: [consentagreement@ftc.gov](mailto:consentagreement@ftc.gov), as prescribed below.

**FOR FURTHER INFORMATION CONTACT:** Kerry O'Brien, Federal Trade Commission, Western Regional Office, 901 Market St., Suite 570, San Francisco, CA 94103. (415) 848-5189.

**SUPPLEMENTARY INFORMATION:** Pursuant to section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46(f) and § 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 August 5, 2002), on the World Wide Web, at "<http://www.ftc.gov/os/2002/08/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. Comments filed in paper form should be directed to: FTC/Office of the Secretary, Room 159-H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. If a comment contains nonpublic information, it must be filed in paper form, and the first page of the document must be clearly labeled "confidential." Comments that do not contain any nonpublic information may instead be filed in electronic form (in ASCII format, WordPerfect, or Microsoft Word) as part of or as an attachment to e-mail messages directed to the following e-mail box: [consentagreement@ftc.gov](mailto:consentagreement@ftc.gov). Such comments 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 accepted an agreement to a proposed consent order from Tim R. Wofford, an officer of OKie Corporation (OKie). OKie did business as Prime Peripherals. Mr. Wofford and OKie advertised, labeled, offered for sale, sold, and distributed computer peripheral products to the public, including Prime Peripherals brand modems, CD-Rom drive kits, and recordable compact discs.

The proposed consent order has been placed on the public record for thirty (30) days for reception of comments by interested persons. Comments received during this period will become part of the public record. After thirty (30) 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.

This matter concerns cash rebate offers that respondent and OKie made to consumers who purchased Prime Peripherals computer peripheral products. The complaint alleges that respondent engaged in false advertising and unfair practices relating to these rebate offers. Specifically, the complaint alleges that respondent falsely represented that he would mail cash rebates to purchasers of Prime Peripherals computer peripheral products within either six to eight or eight to ten weeks, or within a reasonable period of time, of respondent's receipt of their requests. In

many instances, consumers never received their cash rebates or experienced delays ranging from one to six months.

The complaint also alleges that, in the advertising and sale of Prime Peripherals computer peripheral products, respondent offered that consumers would receive cash rebates if they purchased a Prime Peripherals computer peripheral product and submitted a rebate form with proof of purchase. In making this offer, he did not require consumers to submit a telephone number, fax number, or e-mail address to be eligible to receive the offered cash rebates. In numerous instances, consumers accepted respondent's rebate offer by purchasing those products and submitting rebate forms with proof of purchase. After receiving rebate requests, respondent unfairly modified the terms or conditions of the rebate offer unilaterally by requiring that, in addition to submitting a rebate form with proof of purchase, consumers submit a telephone number, a fax number, and an e-mail address to receive a rebate. In breach of the original rebate offer, respondent rejected numerous rebate requests from consumers because they did not submit a telephone number, a fax number, and/or an e-mail address.

Finally, the complaint alleges that respondent represented that purchasers of Prime Peripherals computer peripheral products would receive cash rebates if they purchased those products and submitted a rebate form with proper documentation, yet failed to disclose that consumers were required to possess and disclose their telephone number, fax number, and e-mail address on a rebate form to receive those cash rebates. The complaint alleges that his failure to disclose these facts was a deceptive practice.

The proposed consent order contains provisions designed to prevent respondent from engaging in similar acts and practices in the future. Part I of the proposed order prohibits respondent from failing to disclose all terms, conditions, or other limitations of a rebate offer on the rebate form. It also requires the respondent to disclose in any rebate advertising that the rebate offer requires consumers to disclose a fax number and/or e-mail address on their rebate form if such is the case. Part I of the proposed order also prohibits respondent from misrepresenting the time in which any cash rebate, or rebate in the form of credit towards future purchases, will be mailed to consumers. It also prohibits respondent from failing to provide such rebates within the time