

**FEDERAL RESERVE SYSTEM****Change in Bank Control Notices; Acquisition of Shares of Bank or Bank Holding Companies**

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12 CFR 225.41) to acquire a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. The notices also will be available for inspection at the office of the Board of Governors. 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 April 25, 2005.

**A. Federal Reserve Bank of Kansas City** (Donna J. Ward, Assistant Vice President) 925 Grand Avenue, Kansas City, Missouri 64198-0001:

1. *Stephen Sherlock*, Lamar, Colorado, individually and as trustee for Colorado East Bank & Trust Employee Stock Ownership Plan, to retain voting shares of ColoEast Bankshares, Inc., both in Lamar, Colorado, and thereby indirectly retain voting shares of First National Bank of Tribune, Tribune, Kansas, and Colorado East Bank & Trust, Lamar, Colorado.

Board of Governors of the Federal Reserve System, April 5, 2005.

**Robert deV. Frierson**,

*Deputy Secretary of the Board.*

[FR Doc. 05-7134 Filed 4-8-05; 8:45 am]

**BILLING CODE 6210-01-S**

**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/](http://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 May 5, 2005.

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

1. *Citizens and Northern Corporation*, Wellsboro, Pennsylvania; to acquire 100 percent of the voting shares of Canisteo Valley Corporation, Canisteo, New York, and thereby indirectly acquire voting shares of First State Bank, Canisteo, New York.

In connection with this application, Applicant also has applied to engage in the sale of credit related insurance, pursuant to section 225.28(b)(11)(i) of Regulation Y.

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

1. *Mainsource Financial Group*, Greensburg, Indiana; to acquire 100 percent of the voting shares of Madison Bank & Trust Company, Madison, Indiana.

Board of Governors of the Federal Reserve System, April 5, 2005.

**Robert deV. Frierson**,

*Deputy Secretary of the Board.*

[FR Doc. 05-7133 Filed 4-8-05; 8:45 am]

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**FEDERAL TRADE COMMISSION**

[Docket No. 9315]

**Evanston Northwestern Healthcare Corporation and ENH Medical Group, 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 Count III of the complaint 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 May 2, 2005.

**ADDRESSES:** Interested parties are invited to submit written comments. Comments should refer to "Evanston Northwestern Healthcare Corporation, *et al.*, Docket No. 9315," 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 159-H, 600 Pennsylvania Avenue, NW., Washington, DC 20580. Comments containing confidential material must be filed in paper form, must be clearly labeled "Confidential," and must comply with Commission Rule 4.9(c). 16 CFR 4.9(c) (2005).<sup>1</sup> 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 that do not contain any nonpublic information may instead be filed in electronic form as part of or as an attachment to email messages directed to the following email box: [consentagreement@ftc.gov](mailto:consentagreement@ftc.gov).

The FTC Act and other laws the Commission administers permit the collection of public comments to consider and use in this proceeding as appropriate. All timely and responsive public comments, whether filed in paper or electronic form, will be considered by the Commission, and will be available to the public on the FTC website, to the extent practicable, at [www.ftc.gov](http://www.ftc.gov). As a matter of discretion, the FTC makes every effort to remove home contact information for individuals from the public comments it receives before placing those comments on the FTC website. More information,

<sup>1</sup> The comment must be accompanied by an explicit request for confidential treatment, including the factual and legal basis for the request, and must identify the specific portions of the comment to be withheld from the public record. The request will be granted or denied by the Commission's General Counsel, consistent with applicable law and the public interest. See Commission Rule 4.9(c) 16 CFR 4.9(c).

including routine uses permitted by the Privacy Act, may be found in the FTC's privacy policy, at <http://www.ftc.gov/ftc/privacy.htm>.

**FOR FURTHER INFORMATION CONTACT:**

Elizabeth A. Piotrowski, Bureau of Competition, 600 Pennsylvania Avenue, NW., Washington, DC 20580, (202) 326-2623.

**SUPPLEMENTARY INFORMATION:** Pursuant to Section 6(f) of the Federal Trade Commission Act, 38 Stat. 721, 15 U.S.C. 46(f), and § 3.25(f) of the Commission Rules of Practice, 16 CFR 3.25(f), 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 April 5, 2005), on the World Wide Web, at <http://www.ftc.gov/os/2005/04/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. All comments should be filed as prescribed in the **ADDRESSES** section above, and must be received on or before the date specified in the **DATES** section.

**Analysis of Agreement Containing Consent Order To Aid Public Comment**

The Federal Trade Commission has accepted, subject to final approval, an agreement containing a proposed consent order with Evanston Northwestern Healthcare Corporation ("ENH"), ENH Medical Group, Inc. ("ENH Medical Group"), and ENH Faculty Practice Associates ("Faculty Practice Associates"). On February 10, 2004, the Commission issued a three-count complaint, alleging in Count III that ENH and ENH Medical Group ("Respondents") violated Section 5 of the Federal Trade Commission Act, 15 U.S.C. 45, by negotiating price and other competitive terms on the collective behalf of otherwise independent, competing physicians. The proposed consent order, should the Commission accept it, would settle solely the allegations that are set forth in Count III of the complaint. The hearing on the remaining charges in the complaint is

scheduled to commence before the Administrative Law Judge on February 10, 2005.

The proposed consent order has been placed on the public record for 30 days to receive comments from interested persons. Comments received during this period will become part of the public record. After 30 days, the Commission will review the agreement and the comments received, and will decide whether it should withdraw from the agreement or make the proposed order final.

The purpose of this analysis is to facilitate public comment on the proposed order. The analysis is not intended to constitute an official interpretation of the agreement and proposed order, or to modify its terms in any way. Further, the proposed consent order has been entered into for settlement purposes only and does not constitute an admission by ENH, ENH Medical Group, or Faculty Practice Associates that they violated the law or that the facts alleged in the complaint (other than jurisdictional facts) are true.

**The Complaint Allegations Pertaining to Count III**

ENH, a non-profit corporation, owns Faculty Practice Associates, which is also a non-profit corporation. Faculty Practice Associates employs approximately 460 physicians ("salaried physicians") who practice medicine in several offices either in Cook or Lake Counties, Illinois, and who primarily serve ENH's patients. Faculty Practice Associates is the sole shareholder of ENH Medical Group, a for-profit corporation. ENH Medical Group, on behalf of physicians whom it represents, negotiates and enters into contracts with health plans and other third-party payors ("payors"), pursuant to which the physicians provide services to the payors" insureds in exchange for a fee. Among the contract terms that ENH Medical Group negotiates is the price by which payors compensate physicians for their provision of services.

ENH Medical Group jointly represented two categories of physicians in its negotiations with payors for contracts: The salaried physicians, and about 450 other, independent physicians, who also practice medicine throughout Cook and Lake Counties ("independent physicians"). The salaried and independent physicians both include within their ranks specialists and primary care physicians. In the absence of their collective price fixing through ENH Medical Group, these physicians compete in the same geographic area for the sale of comparable physician services.

Competition has the effect of lowering the costs, and improving the quality, of physician services. ENH Medical Group deprived payors, employers, and individuals of the benefits of physician competition, by orchestrating agreements among rival physicians on price and other competitively significant terms, and by negotiating with payors for contracts that contained such fixed terms. By eliminating physician competition, ENH Medical Group was able to obtain increases in the prices that payors paid to the salaried and independent physicians.

The salaried physicians and independent physicians have not integrated their practices in a meaningful manner to enhance efficiency. In connection with the activities described in the complaint, the physicians have not shared financial risk. They also have not shared information technology systems, or complied with common performance standards or clinical protocols, to enhance services. ENH Medical Group's contracting practices violate of Section 5 of the Federal Trade Commission Act.

**The Proposed Consent Order**

The proposed consent order is designed to remedy the illegal conduct charged in the complaint and prevent its recurrence, while allowing Respondents to engage in legitimate conduct that does not impair competition. The proposed order is similar to recent orders that the Commission has issued to settle charges relating to unlawful agreements to raise physician prices.

The proposed order's specific provisions are as follows:

The order's core prohibitions are contained in Paragraphs II, III, and IV. Paragraph II.A prohibits Respondents from entering into or facilitating any agreement between or among any physicians: (1) To negotiate with payors on any physician's behalf; (2) to deal, not to deal, or threaten not to deal with payors; (3) on what terms to deal with any payor; or (4) not to deal individually with any payor, or to deal with any payor only through Respondents' arrangements.

Other parts of Paragraph II reinforce these general prohibitions. Paragraph II.B prohibits the Respondents from facilitating exchanges of information between or among physicians concerning whether, or on what terms, to contract with a payor. Paragraph II.C bans them from attempting to engage in any action prohibited by Paragraph II.A or II.B. Paragraph II.D prohibits Respondents from inducing anyone to engage in any action prohibited by Paragraphs II.A through II.C.

As in other orders addressing health care providers' collective contracting with payors, certain kinds of agreements are excluded from the general bar on joint negotiations. Respondents are not precluded from engaging in conduct that is reasonably necessary to form or participate in legitimate joint contracting arrangements among competing physicians, whether a "qualified risk-sharing joint arrangement" or a "qualified clinically-integrated joint arrangement." However, such arrangements must not restrict the ability, or facilitate the refusal, of the arrangements' physician members to deal with payors on an individual basis or through any other arrangement. As discussed below in connection with Paragraph IV, Respondents are required to notify the Commission about such an arrangement prior to negotiating on behalf of the arrangement's members, or before those members jointly discuss any terms of dealing with a payor.

Respondents would not be barred from activities solely involving the salaried physicians with respect to ENH physician services.

As defined in the proposed order, a "qualified risk-sharing joint arrangement" must satisfy two conditions. First, all physician participants must share substantial financial risk through the arrangement and thereby create incentives for the physician participants jointly to control costs and improve quality by managing the provision of services. Second, any agreements concerning reimbursement or other terms or conditions of dealing must be reasonably necessary to obtain significant efficiencies through the joint arrangement.

As defined in the proposed order, a "qualified clinically-integrated joint arrangement" also must satisfy two conditions. First, all physician participants must participate in active and ongoing programs to evaluate and modify their clinical practice patterns, creating a high degree of interdependence and cooperation among physicians, in order to control costs and ensure the quality of services provided. Second, any agreements concerning reimbursement or other terms or conditions of dealing must be reasonably necessary to obtain significant efficiencies through the joint arrangement.

Paragraph III requires Respondents to notify the Commission before entering into any arrangement to act as a messenger, or as an agent on behalf of any physicians, with payors regarding contracts. The paragraph also sets out the information necessary to make the notification complete.

In the event that a Respondent forms a qualified risk-sharing joint arrangement or a qualified clinically-integrated joint arrangement, Paragraph IV requires the Respondent, for five years, to notify the Commission at least 90 days prior to initially contacting, negotiating, or entering into agreements with payors concerning the arrangement. Notification is not required for subsequent negotiations or agreements with payors pursuant to any arrangement for which notice was already given under Paragraph IV, nor is notice required for renegotiation of any risk-sharing contract identified at confidential Appendix 1 of the Order. The final proviso to Paragraph IV sets out the information necessary to make the notification complete, and establishes the Commission's right to obtain additional information regarding the arrangement.

Paragraph V, which applies only to ENH Medical Group, requires ENH Medical Group to distribute the complaint and order to: (1) All physicians that have participated in ENH Medical Group since January 1, 2000, and (2) payors that ENH Medical Group has a record of having been in contact with regarding contracting for the provision of affiliated physician services since January 1, 2000. Paragraph V.B requires ENH Medical Group, at any payor's request and without penalty, or within one year after the Order is made final, to terminate its current contracts with respect to providing physician services. However, ENH Medical Group is not required by Paragraph V.B to terminate its risk-sharing contracts identified in confidential Appendix 1 of the order. Paragraph V.C requires ENH Medical Group to distribute payor requests for contract termination to all physicians who participate in ENH Medical Group.

The remaining provisions of Paragraph V, and Paragraphs VI through X, of the proposed order impose obligations on ENH Medical Group and ENH to report or provide access to information to the Commission to facilitate monitoring Respondents' compliance with the order.

The proposed order will expire in 20 years.

By direction of the Commission, Chairman Majoras not participating.

**Donald S. Clark,**

*Secretary.*

[FR Doc. 05-7244 Filed 4-8-05; 8:45 am]

**BILLING CODE 6750-01-U**

## DEPARTMENT OF HEALTH AND HUMAN SERVICES

### Meeting of the Advisory Committee on Minority Health

**AGENCY:** Department of Health and Human Services, Office of the Secretary.

**ACTION:** Notice.

**SUMMARY:** As stipulated by the Federal Advisory Committee Act, the Department of Health and Human Services (DHHS) is hereby giving notice that the Advisory Committee on Minority Health (ACMH) will hold a meeting. This meeting is open to the public.

**DATES:** The meeting will be held on April 25, 2005 from 1 p.m. to 5 p.m. and on April 26, 2005 from 9 a.m. to 5 p.m.

**ADDRESSES:** The meeting will be held at the Marriott Bethesda North Hotel and Conference Center, 5701 Marinelli Road, North Bethesda, Maryland 20852. This location is metro accessible to the White Flint Station.

**FOR FURTHER INFORMATION CONTACT:** Ms. Monica A. Farrar, Tower Building, 1001 Wootton Parkway, Rockville, Maryland 20852. Phone: 301-443-5084. Fax: 301-594-0767.

**SUPPLEMENTARY INFORMATION:** In accordance with Pub. L. 105-392, the Advisory Committee on Minority Health was established to provide advice to the Secretary DHHS, through the Deputy Assistant Secretary for Minority Health, on issues related to the health of racial and ethnic minority populations.

Topics to be discussed during this meeting will include programs and activities related to the Office of Minority Health and presentations on the status of racial and ethnic health disparities as well as other related issues. A tentative agenda will be made available one week prior to meeting for review at <http://www.omhrc.gov/acmh>.

Public attendance at the meeting is limited to space available. Individuals who plan to attend and need special assistance, such as sign language interpretation or other reasonable accommodations, should notify the designated contact person. Members of the public will have the opportunity to provide comments at the meeting. Public comments will be limited to five minutes per speaker. Individuals who would like to submit written statements should mail or fax their comments to the Office of Minority Health at least two business days prior to the meeting. Any members of the public who wish to have printed material distributed to ACMH committee members should submit their materials to the Executive