this matter. This analysis is not intended to constitute an official interpretation of the agreement and order or to modify its terms in any way.

# Donald S. Clark,

# Secretary.

### Concurring Statement of Commissioner Roscoe B. Starek, III

In the Matter of Del Monte Foods Company/Pacific Coast Producers, File No. 921 0071.

In voting to accept the agreement containing consent order in this matter, I have overcome my reluctance to support an order that at first blush appeared to contain certain inordinately regulatory provisions. As a general proposition, I prefer clear, simple, easily enforceable cease-and-desist language over orders that establish complex metes and bounds for permissible conduct.

Some provisions of the present order-Paragraph VII is the extreme example-seem to prescribe the behavior of Del Monte and Pacific Coast Producers ("PCP") with an unfortunate degree of detail. Despite the detailed nature of those provisions, however, the order is unlikely to place undue constraints on the parties' operations. In particular, the "regulatory"-looking proviso to Paragraph VII clearly constitutes a substantial accommodation-i.e., an exception to what would otherwise be a moratorium on co-pack arrangements between Del Monte and PCP-designed to allow the parties to realize efficiencies. To the extent that the parties need even more latitude than that proviso affords, Paragraph VII allows them to seek the Commission's approval for a more extensive co-pack arrangement. Thus, if the parties wish to expand their co-pack agreement beyond what the proviso to Paragraph VII contemplates, the paragraph operates as it should: it puts on the parties the burden of establishing that a more extensive arrangement will yield net efficiencies

[FR Doc. 95–2058 Filed 1–26–95; 8:45 am] BILLING CODE 6750–01–M

#### [File No. 951 0007]

### HEALTHSOUTH Rehabilitation Corporation; Proposed Consent Agreement With Analysis To Aid Public Comment

**AGENCY:** Federal Trade Commission. **ACTION:** Proposed 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 require, among other things, HEALTHSOUTH, an Alabama-based corporation, to divest Nashville Rehabilitation Hospital and related assets in Nashville, TN. within twelve months to a Commission approved entity. If the divestiture is not

completed on time, the Commission would be permitted to appoint a trustee to complete the transaction. In addition, the consent agreement would require HEALTHSOUTH to terminate management contracts to operate rehabilitation units at Medical Center East in Birmingham, AL. and Roper Hospital in Charleston, S.C. Also, the consent agreement would require HEALTHSOUTH, for ten years, to obtain Commission approval before merging, by acquisition, lease, management contract or otherwise, any of its rehabilitation hospital facilities in any of the three areas with any competing facilities in those areas.

**DATES:** Comments must be received on or before March 28, 1995.

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

FOR FURTHER INFORMATION CONTACT: Mark Horoschak or Oscar Voss, FTC/S– 3115, Washington, D.C. 20580. (202) 326–2756 or 326–2750.

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)).

In the matter of HEALTHSOUTH REHABILITATION CORPORATION, a corporation,

## **Agreement Containing Consent Order**

The Federal Trade Commission ("Commission"), having initiated an investigation of the proposed merger of ReLife, Inc. with HEALTHSOUTH Rehabilitation Corporation ("HEALTHSOUTH"), and it now appearing that HEALTHSOUTH, hereinafter sometimes referred to as "proposed respondent," is willing to enter into an agreement containing an order to divest certain assets and to cease and desist from making certain acquisitions, and providing for other relief:

It is hereby agreed by and between the proposed respondent, by its duly authorized officer and attorney, and counsel for the Commission that:

1. Proposed respondent HEALTHSOUTH is a corporation organized, existing, and doing business under and by virtue of the laws of the State of Delaware, with its office and principal place of business located at Two Perimeter Park South, Birmingham, Alabama 35243.

2. Proposed respondent admits all the jurisdictional facts set forth in the draft of complaint.

3. Proposed respondent waives:

a. Any further procedural steps;

b. The requirement that the Commission's decision contain a statement of findings of fact and conclusions of law;

c. All rights to seek judicial review or otherwise to challenge or contest the validity of the order entered pursuant to this agreement; and

d. Ăny claim under the Equal Access to Justice Act.

4. This agreement shall not become part of the public record of the proceeding unless and until it is accepted by the Commission. If this agreement is accepted by the Commission it, together with the draft of complaint contemplated thereby, will be placed on the public record for a period of sixty (60) days and information in respect thereto publicly released. The Commission thereafter may either withdraw its acceptance of this agreement and so notify the proposed respondent, in which event it will take such action as it may consider appropriate, or issue and serve its complaint (in such form as the circumstances may require) and decision, in disposition of the proceeding.

5. This agreement is for settlement purposes only and does not constitute an admission by the proposed respondent that the law has been violated as alleged in the draft of complaint or that the facts as alleged in the draft complaint, other than jurisdictional facts, are true.

6. This agreement contemplates that, if it is accepted by the Commission, and if such acceptance is not subsequently withdrawn by the Commission pursuant to the provisions of Section 2.34 of the Commission's Rules, the Commission may, without further notice to the proposed respondent, (1) issue its complaint corresponding in form and substance with the draft of complaint and its decision containing the following order to divest and to cease and desist in disposition of the proceeding, and (2) make information public with respect thereto. When so entered, the order shall have the same