

REFERENCE RELATING TO THE ACQUISITION BY IRON MOUNTAIN INCORPORATED OF RECALL HOLDINGS LIMITED

Notice of acceptance and variation of interim undertakings pursuant to sections 80(2) and 80(5) of the Enterprise Act 2002

1. On 14 January 2016, the Competition and Markets Authority ('CMA') made a reference (the 'Reference') to its chair in accordance with section 33(1) of the Enterprise Act 2002 (the Act) for the constitution of a Group under Schedule 4 to the Enterprise and Regulatory Reform Act 2013 to investigate and report on the proposed acquisition by Iron Mountain Incorporated ('Iron Mountain Inc') of Recall Holdings Limited ('Recall').
2. On 21 March 2016, the CMA accepted undertakings from Iron Mountain Inc and its UK subsidiaries, namely Iron Mountain UK Services (Holdings) Limited, Iron Mountain (UK) Services Limited and Iron Mountain (UK) Limited (together, 'Iron Mountain UK') concerning the appointment of a monitoring trustee.
3. Those undertakings constitute the first set of undertakings and are still in force. They form part of the hold separate arrangements which prevent Iron Mountain Inc and Iron Mountain UK from integrating Recall's UK business until the Reference is finally determined.
4. On 30 March 2016, the CMA gave its consent under section 78(2) of the Act to the acquisition by Iron Mountain Inc of shares in Recall. Completion of that acquisition occurred at a global level on 2 May 2016.
5. On 16 June 2016 the CMA published its final report on the *Completed acquisition by Iron Mountain Incorporated of Recall Holdings Limited* (the 'Report').
6. In the Report, the CMA concluded that the transaction should be allowed to proceed on condition that Iron Mountain Inc and Iron Mountain UK dispose of the entire share capital of C21 Data Services Limited (C21), in line with the criteria set out in Chapter 9 of the Report.
7. On 20 June 2016, Iron Mountain Inc requested that the hold separate arrangements between Iron Mountain Inc, Iron Mountain UK and Recall be updated to reflect only the measures required to achieve the holding separate and ultimate divestment of C21.

8. Now, pursuant to section 80(5) of the Act, the CMA accepts undertakings (the third set of undertakings) varying the first set of undertakings. The third set of undertakings come into force pursuant to section 80(5) of the Act with immediate effect and for the avoidance of doubt, the first set of undertakings remain otherwise unchanged and in force.

Signed by authority of the CMA

Anne Lambert
Inquiry Chair
15 July 2016

ACQUISITION BY IRON MOUNTAIN INCORPORATED OF RECALL HOLDINGS LIMITED

Undertakings given by Iron Mountain Incorporated, Iron Mountain UK Services (Holdings) Limited, Iron Mountain (UK) Services Limited and Iron Mountain (UK) Limited pursuant to section 80 of the Enterprise Act 2002

Whereas:

- (a) On 14 January 2016, the Competition and Markets Authority (**CMA**), pursuant to section 33(1) of the Enterprise Act (**the Act**), referred the anticipated acquisition of Recall Holdings Limited in the United Kingdom (**Recall**), by Iron Mountain Incorporated (**Iron Mountain Inc**), for further investigation and report by a group of CMA panel members;
- (b) On 21 and 30 March 2016, the CMA accepted undertakings (respectively, the first and second set of undertakings) from Iron Mountain Inc and Iron Mountain UK.
- (c) On 30 March 2016, the CMA gave consent to the acquisition by Iron Mountain of shares in Recall so that the transaction could complete at a global level. Completion took place on 2 May 2016.
- (d) On 16 June 2016 the CMA published its final report on the *Completed acquisition by Iron Mountain Incorporated of Recall Holdings Limited* (**the Report**).
- (e) In the Report, the CMA concluded that:
 - (i) the completed acquisition by Iron Mountain Inc of Recall in the UK may be expected to result in the creation of a relevant merger situation;
 - (ii) the creation of that situation may be expected to result in a substantial lessening of competition (**SLC**) in the following markets:
 - (A) the supply of RMS in each of the Aberdeen and Dundee;
 - (B) the supply of OSDP in Aberdeen;
 - (C) the supply of OSDP in Dundee; and
 - (D) the supply of RIMS to the oil and gas sector for customers in Aberdeen;

- (iii) the CMA should take action to remedy the SLC and the adverse effects likely to arise from it;
 - (iv) undertakings should be given to the CMA or where undertakings are not agreed an order made to give effect to the remedies identified by the CMA in Chapter 9 of the Report; and
 - (v) the creation of that situation may not be expected to result in an SLC in relation to the UK markets for the supply of RIMS, RMS or OSDP in England.
- (f) The Report further concluded that the transaction should be allowed to proceed on condition that Iron Mountain Inc and Iron Mountain UK dispose of the entire share capital of C21 Data Services Limited (**C21**), in line with the criteria set out in Chapter 9 of the Report.
- (g) On 20 June 2016, Iron Mountain Inc requested that the hold separate arrangements between Iron Mountain Inc, Iron Mountain UK and Recall be updated to reflect only the measures required to prevent Iron Mountain Inc and Iron Mountain UK from integrating the C21 business with the Iron Mountain UK business.

Now for the purposes of preventing pre-emptive action in accordance with section 80(2) of the Act, Iron Mountain Inc and its UK subsidiaries - namely Iron Mountain UK Services (Holdings) Limited, Iron Mountain (UK) Services Limited and Iron Mountain (UK) Limited (together, Iron Mountain UK) - give to the CMA the following undertakings (the third set of undertakings) which vary the first set of undertakings.

Commencement and application

- 1 These Undertakings apply from the date on which they are formally accepted by the CMA.
- 2 These Undertakings apply to Iron Mountain Inc and Iron Mountain UK.

Variation

- 3 The first set of undertakings is varied as follows:

Paragraph 1(a) on Appointment is varied to read:

‘Iron Mountain Inc and Iron Mountain UK shall appoint a monitoring trustee (**MT**) in order to:

(a) report on the current state of any integration between Iron Mountain Inc and Iron Mountain UK and C 21 Data Services Limited (**C21**);’

Paragraph 10(a) on Functions is varied to read:

‘The functions of the MT will be to:

(a) assess and report to the CMA the extent of any integration between Iron Mountain Inc and/or Iron Mountain UK with C21;’

- 4 For the avoidance of doubt the first set of undertakings remains otherwise unchanged and in force.

For and on behalf of Iron Mountain Incorporated

..... Signature
..... Name
..... Title
..... Date

For and on behalf of Iron Mountain (UK) Limited

..... Signature
..... Name
..... Title
..... Date

For and on behalf of Iron Mountain UK Services (Holdings) Limited

..... Signature
..... Name
..... Title
..... Date

For and on behalf of Iron Mountain (UK) Services Limited

..... Signature

..... Name

..... Title

..... Date