

# **Mergers Strategic Remedy Review 2025**

**8 December 2025**

# Summary of cases relating to the remedies falling into the scope of the strategic review

## *Abellio East Midlands Limited / The East Midlands Franchise*

1. This case concerned the UK public transport services sector.<sup>1</sup>
2. On 10 April 2019, the Department for Transport (**DfT**) announced that Abellio East Midlands Limited (**AEML**), a subsidiary of Abellio Transport Group Ltd (**Abellio**), was the successful bidder for the East Midlands Franchise (**EMF**). DfT and AEML entered into a franchise agreement confirming the award of the EMF to AEML (the **Franchise Award**). The EMF commenced on 18 August 2019 and was expected to run until 22 August 2027.<sup>2</sup>
3. Before the Franchise Award, the Norwich to Ely and the Thetford to Ely flows were only operated by (i) the EMF and (ii) the Greater Anglia franchise (**GA Franchise**) operated by Abellio East Anglia Limited (**GA**), a subsidiary of Abellio. After the Franchise Award, both the EMF and the GA Franchise would be controlled by Abellio.<sup>3</sup>
4. On 19 July 2019, the CMA found that the Franchise Award may result in a substantial lessening of competition within the UK public transport services market on the Norwich to Ely and the Thetford to Ely flows.<sup>4</sup>
5. To avoid a phase 2 reference, Abellio, AEML and GA offered undertakings in lieu (**UILs**) to the CMA.<sup>5</sup> Under the UILs, Abellio, AEML and GA are required:
  - (a) to restrict fare increases by AEML on the Norwich to Ely flow, and by AEML and GA on the Thetford to Ely flow, whereby advance fares on the Norwich to Ely flow and all unregulated fares on the Thetford to Ely flow are subject to price caps linked to inflation (**RPI**);<sup>6</sup>
  - (b) not to depart from the business rules applied by the EMF immediately prior to the Franchise Award to determine the availability of advance fares on the Norwich to Ely flow and on the Thetford to Ely flow where

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<sup>1</sup> Award of the East Midlands rail franchise to Abellio East Midlands Limited [ME/6820/19] (**Abellio East Midlands Limited/The East Midlands Franchise**), [UIL acceptance decision](#), paragraph 2.

<sup>2</sup> **Abellio East Midlands Limited/The East Midlands Franchise**, [UIL acceptance decision](#), paragraph 1.

<sup>3</sup> **Abellio East Midlands Limited/The East Midlands Franchise**, [phase 1 decision](#), paragraphs 58 and 74; **Abellio East Midlands Limited/The East Midlands Franchise**, [full text of UILs](#), paragraph 15.4.

<sup>4</sup> **Abellio East Midlands Limited/The East Midlands Franchise**, [phase 1 decision](#), paragraph 93.

<sup>5</sup> **Abellio East Midlands Limited/The East Midlands Franchise**, [UIL acceptance decision](#).

<sup>6</sup> **Abellio East Midlands Limited/The East Midlands Franchise**, [UIL acceptance decision](#), paragraph 6.

that would have the result of reducing the availability of advance fares relative to their availability under those rules;<sup>7</sup> and

- (c) to provide to the DfT and the CMA an update on the fares in order to facilitate the monitoring of compliance with the UILs during each fares setting round. In addition, AEML must also provide to the DfT and the CMA written confirmation that it has complied with its obligations on the availability of advance fares.<sup>8</sup>
- 6. The UILs also state that the provisions of the UILs only apply for so long as both the operator of the EMF and the operator of the GA Franchise are subject to control by Abellio.<sup>9</sup>
- 7. The CMA accepted these UILs on 15 August 2019.<sup>10</sup>
- 8. Due to the COVID-19 pandemic, passenger numbers and ticket revenue plummeted, and this led to the suspension of the original franchise agreement and its subsequent replacement. On 28 November 2024, the Passenger Railway Services (Public Ownership) Act 2024 received Royal Assent, allowing passenger train operators with contracts with DfT to be brought into public ownership.<sup>11</sup> DfT subsequently announced that the GA Franchise would transfer to public ownership on 12 October 2025, such that the GA Franchise services would be operated by the DfT.<sup>12</sup>
- 9. Since the GA Franchise has been brought under public ownership, the operator of the GA Franchise (ie the DfT) is no longer subject to control by Abellio, and accordingly the provisions of the UILs no longer apply. Therefore, we consider that it is appropriate to release these UILs as part of the strategic review.

### ***Admenta / IPCC Merger***

- 10. This case concerned the UK retail pharmacy sector.
- 11. In 2007, Admenta Holdings Limited, trading as Lloyds Pharmacy (**Lloyds**), agreed to acquire Independent Pharmacy Care Centres Plc (**IPCC**).<sup>13</sup>

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<sup>7</sup> **Abellio East Midlands Limited/The East Midlands Franchise**, [UIL acceptance decision](#), paragraph 6.

<sup>8</sup> **Abellio East Midlands Limited/The East Midlands Franchise**, [UIL acceptance decision](#), paragraph 6.

<sup>9</sup> **Abellio East Midlands Limited/The East Midlands Franchise**, [full text of UILs](#), paragraph 13.3.

<sup>10</sup> **Abellio East Midlands Limited/The East Midlands Franchise**, [UIL acceptance decision](#).

<sup>11</sup> See <https://commonslibrary.parliament.uk/when-will-my-local-train-operator-be-nationalised/#:~:text=The%20government%20is%20bringing%20most,be%20brought%20into%20public%20ownership>.

<sup>12</sup> See [Half of rail operators publicly owned with Greater Anglia onboard - GOV.UK](#).

<sup>13</sup> Anticipated acquisition by Admenta Holdings Limited of Independent Pharmacy Care Centres Plc (**Admenta IPCC**), [decision on reference](#), paragraphs 4–7.

12. On 8 June 2007, the OFT found that the merger may result in a substantial lessening of competition within the UK retail pharmacy services market in three local areas (Grimsby, Rubery, and Stockport).<sup>14</sup>
13. To avoid a reference to the Competition Commission, Lloyds offered undertakings in lieu (**UILs**) to the OFT to divest specific pharmacy businesses (four retail pharmacies in three local areas namely Grimsby, Rubery, and Stockport).<sup>15</sup> The remedy was implemented following the OFT's acceptance of the UILs on 23 July 2007.
14. The only ongoing obligations Lloyds is subject to are continued separation obligations under the UILs. The UILs do not contain a time limit on these separation obligations.<sup>16</sup>
15. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release of intention to release we consider that it is appropriate to release these UILs.

### ***Aggregate Industries Ltd / Atlantic Aggregates Ltd***

16. This case concerned the UK loose aggregates sector.
17. On 31 July 2008, Aggregate Industries UK Limited (**AIUK**) acquired Atlantic Aggregates Ltd (**Atlantic**).<sup>17</sup>
18. On 2 March 2009, the OFT found that the merger may result in a substantial lessening of competition in the supply of secondary aggregates in the Gunheath area.<sup>18</sup>
19. To avoid a reference to the Competition Commission, AIUK offered undertakings in lieu (**UILs**) to the OFT to divest Atlantic's Gunheath operations.<sup>19</sup> The remedy was implemented following the OFT's acceptance of the UILs on 16 March 2009.<sup>20</sup>
20. The only ongoing obligations AIUK is subject to are continued separation obligations under the UILs. The UILs do not contain a time limit on these separation obligations.<sup>21</sup>

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<sup>14</sup> **Admenta/IPCC**, [decision on reference](#), paragraphs 31–34.

<sup>15</sup> **Admenta/IPCC**, [full text of UILs](#), paragraph 2.1 and Annex A.

<sup>16</sup> **Admenta/IPCC**, [full text of UILs](#), paragraph 5.

<sup>17</sup> Completed acquisition by Aggregate Industries Limited of Atlantic Aggregates Limited and Stone Haul Limited [ME/3978/08] (**Aggregate Industries Ltd/Atlantic Aggregates Ltd**), [decision on reference](#), paragraph 5.

<sup>18</sup> **Aggregate Industries Ltd/Atlantic Aggregates Ltd**, [decision on reference](#), paragraph 125.

<sup>19</sup> **Aggregate Industries Ltd/Atlantic Aggregates Ltd**, [full text of UILs](#), paragraph 2.1.

<sup>20</sup> **Aggregate Industries Ltd/Atlantic Aggregates Ltd**, [UIL acceptance decision](#), paragraph 15.

<sup>21</sup> **Aggregate Industries Ltd/Atlantic Aggregates Ltd**, [full text of UILs](#), paragraph 10.1.

21. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Aggregate Industries Ltd / Foster Yeoman Ltd***

22. This case concerned the UK aggregates and asphalt sectors.
23. On 7 September 2006, Aggregate Industries Ltd (**AI**), a wholly owned subsidiary of Holcim Limited, acquired Foster Yeoman Ltd (**Foster Yeoman**).
24. On 28 November 2006, the OFT found that the merger may result in a substantial lessening of competition in the supply of asphalt in local areas centred on three asphalt plants: Crawley, Theale and Hertford.<sup>22</sup>
25. To avoid a reference to the Competition Commission, AI offered undertakings in lieu (**UILs**) to the OFT to divest (a) in Croydon (Surrey) AI's asphalt plant; (b) in Theale (Berkshire) either one of two asphalt production facilities located on the same plant site formerly owned by Foster Yeoman; and (c) in Harlow (Essex) the 33% shareholding in an asphalt plant joint venture with Tarmac and Lafarge operated under the name Harlow Asphalt Limited formerly held by Foster Yeoman.<sup>23</sup> The remedy was implemented following the OFT's acceptance of the UILs on 22 December 2006.<sup>24</sup>
26. The only ongoing obligations AI is subject are continued separation obligations under the UILs. The UILs do not contain a time limit on these separation obligations.<sup>25</sup>
27. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Asda / Netto***

28. This case concerned the UK local grocery sector.<sup>26</sup>

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<sup>22</sup> Completed acquisition by Aggregate Industries Limited of Foster Yeoman Limited [COMP-M/4298] (**Aggregate Industries Ltd/Foster Yeoman Ltd**), [decision on reference](#), paragraphs 102–130.

<sup>23</sup> **Aggregate Industries Ltd/Foster Yeoman Ltd**, [full text of UILs](#), Annex.

<sup>24</sup> **Aggregate Industries Ltd/Foster Yeoman Ltd**, [UIL acceptance decision](#).

<sup>25</sup> **Aggregate Industries Ltd/Foster Yeoman Ltd**, [full text of UILs](#), paragraph 10.1.

<sup>26</sup> 47 local areas across the UK including Accrington, Ashington, Athersley (Barnsley), Blackburn, Boothferry (Hull), Bradford, Bransholme (Hull), Carcroft, Castletown, Eston (Middlesbrough), Hartlepool, Hull (HU9 and HU3), Kirkby, Liverpool, Lundwood (Barnsley), Monk Bretton, Nuneaton, Retford, Rotherham, Rugby, Stanley, Telford, West Bromwich, Wigan, Barrow-in-Furness, Bedlington, Birtley, Bolton, Boston, Burnley, Bury, Castleford, Dunstable, Keighley, Manchester, Armthorpe, Newton-le-Willows, Oldbury, Ravensthorpe, Sheffield, Shildon, Spennymoor, Stanton Hill, Tamworth, Wallasey, and Worsley (Manchester).

29. On 27 May 2010, Asda Stores Limited (**Asda**) entered into an agreement to acquire Netto Foodstores Limited (**Netto**).
30. On 23 September 2010, the OFT found that the merger may result in a substantial lessening of competition within the UK market for the supply of groceries to consumers in 47 local areas.<sup>27</sup>
31. To avoid a reference to the Competition Commission, Asda offered undertakings in lieu (**UILs**) to the OFT to divest Netto stores in the affected areas.<sup>28</sup> The OFT accepted the UILs on 9 March 2011.<sup>29</sup>
32. With the exception of one store,<sup>30</sup> all divestments were successfully completed.
33. The only ongoing obligations on Asda are continued separation obligations not subject to a time limit, which, in addition to a prohibition on reacquisition without consent, include the following:
- (a) Ongoing landlord obligations where it has divested a store through the grant of a sub-lease and remains the landlord of the purchaser of the divestment business;<sup>31</sup> and
  - (b) Occupation interest obligations where it has divested a store through the grant of a sub-lease or assignment of an existing lease to the purchaser of the divestment business.
34. These provisions apply where the store continues to be used for 'carrying on a business of a grocery store'.<sup>32</sup>
35. Asda told us that the divestiture of Store Number 3 with Netto ID 89 (as defined in Annex 1 of the UILs)<sup>33</sup> was achieved by way of a long leasehold being granted to the purchaser with Asda remaining as an intermediate landlord. The purchaser subsequently vacated the site, and the new tenant is

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<sup>27</sup> Anticipated acquisition by Asda Stores Limited of Netto Foodstores Limited [ME/4551/10] (**Asda/Netto**), [decision on reference](#), paragraphs 119–127.

<sup>28</sup> **Asda/Netto**, [full text of UILs](#), paragraph 2.1.

<sup>29</sup> **Asda/Netto**, [UIL acceptance decision](#).

<sup>30</sup> The Keighley site: during the divestiture process the UILs were partially released. **Asda/Netto**, [Completed acquisition by Asda Stores Limited of Netto - partial release](#), paragraph 13 explains that Asda was unsuccessful in effecting the sale of the Netto store at Keighley. A trustee, appointed by the OFT, advised the OFT that it was extremely unlikely a suitable purchaser would be found.

<sup>31</sup> For the duration of the sub-lease, Asda shall within 10 working days of being requested to do so (unless agreed otherwise by the OFT): (a) consent to any matter requiring landlord's approval under the terms of the lease between Asda and the purchaser of the divestment business (except where Asda is required to obtain such consent from another person); and/or (b) pass on any request for consent to the freehold owner of the property or relevant third party, as appropriate.

<sup>32</sup> **Asda/Netto**, [full text of UILs](#), paragraph 11.2.

<sup>33</sup> **Asda/Netto**, [full text of UILs](#), Annex 1.

not a grocery retailer and therefore not active in the relevant market.<sup>34</sup> As such, the occupation interest obligations no longer apply.

36. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release of Intention to Release we consider that it is appropriate to release these UILs.

***Blackstone LR Associates (Cayman) IV Ltd / UGC Cinemas Holdings Limited***

37. This case concerned the UK cinema exhibition services sector.
38. On 1 December 2004, Blackstone LR Associates (Cayman) IV Ltd (**Blackstone**) acquired UGC Cinemas Holdings Limited (**UGC**) (new name: Cineworld Cinemas Holdings Ltd (**Cineworld**)).
39. On 28 April 2005, the OFT found that the merger may result in a substantial lessening of competition in the following six areas, covering seven UGC cinemas: Boldon, Harlow, Swindon, Wigan, Birmingham Great Park, and Ealing/Slough.<sup>35</sup>
40. To avoid a reference to the Competition Commission, Blackstone offered undertakings in lieu (**UILs**) to the OFT to divest the following cinema businesses: either UGC Boldon or Cine Sunderland, either UGC Harlow or Cine Bishop's Stortford, either UGC Swindon or Cine Swindon, either UGC Wigan or Cine St Helens, and either UGC Birmingham Great Park or Cine Solihull and UGC Ealing.<sup>36</sup> Following the acceptance of the UILs by the OFT, the divestments were implemented.
41. The only ongoing obligations on Blackstone and Cineworld are continued separation obligations under the UILs. The UILs do not contain a time limit on these.<sup>37</sup>
42. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

***Boots Group / Alliance UniChem***

43. This case concerned the UK retail pharmacy sector.

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<sup>34</sup> Email to the CMA from Asda, November 2025.

<sup>35</sup> Completed acquisition by the Blackstone Group of UGC Cinemas Holdings Limited [ME/1591/05] (**Blackstone Group/UGC Cinemas Holdings Ltd**), [decision on reference](#), paragraph 25.

<sup>36</sup> **Blackstone Group/UGC Cinemas Holdings Ltd**, [full text of UILs](#), paragraph 2.1 and Annex 1.

<sup>37</sup> **Blackstone Group/UGC Cinemas Holdings Ltd**, [full text of UILs](#), paragraph 10.

44. In 2006 Boots Group Plc (**Boots**), a UK retail pharmacy, agreed to acquire Alliance UniChem plc (**UniChem**), an international pharmaceutical distribution company.
45. On 6 February 2006, the OFT found that the merger may result in a substantial lessening of competition in the provision of retail pharmacy services in a number of local areas within the UK.<sup>38</sup>
46. To avoid a reference to the Competition Commission, Boots offered undertakings in lieu (**UILs**) to the OFT to divest one of either a Boots or UniChem pharmacy in each of the overlap areas to a purchaser or purchasers to be approved by the OFT, with finance options to assist with the divestments.<sup>39</sup> The remedy was implemented following the OFT's acceptance of the UILs on 25 May 2006.<sup>40</sup>
47. The only ongoing obligations on Boots are continued separation obligations under the UILs. The UILs do not contain a time limit on these separation obligations.<sup>41</sup>
48. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Carlyle Group / Palamon Capital / Integrated Dental Holdings Group and Associated Dental Practices***

49. This case concerned the UK (dental) healthcare sector.
50. On 11 May 2011, the Carlyle Group (**Carlyle**) and Palamon Capital Partners LP (**Palamon**) acquired joint control of Associated Dental Practices (**ADP**) and Integrated Dental Holdings Group (**IDH**). They did this by creating a new joint venture company which, via a wholly owned subsidiary named Turnstone Bidco 1 Limited (**Turnstone**), acquired ADP. Turnstone then acquired IDH.<sup>42</sup>
51. On 10 June 2011, the OFT found that the merger may result in a substantial lessening of competition in the market for NHS dentistry at the primary care

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<sup>38</sup> Anticipated acquisition by Boots Group plc of Alliance UniChem plc [ME/2134/05] (**Boots plc/Alliance UniChem plc**), [decision on reference](#), paragraphs 89 and 90.

<sup>39</sup> **Boots plc/Alliance UniChem plc**, [UIL acceptance decision](#). The OFT also accepted the variation to the UILs required by Boots. See Boots plc/Alliance UniChem plc, [variation to UIL acceptance decision](#).

<sup>40</sup> **Boots plc/Alliance UniChem plc**, [UIL acceptance decision](#).

<sup>41</sup> **Boots plc/Alliance UniChem plc**, [full text of UILs](#), paragraphs 5.1 and 5.2.

<sup>42</sup> Anticipated acquisition by a merger between the Carlyle Group and Palamon Capital Partners LP of Integrated Dental Holdings Group and Associated Dental Practices [ME/4926/11] (**Carlyle Group/Palamon Capital/Integrated Dental Holdings Group and Associated Dental Practices**), [decision on reference](#), paragraph 5.



trust (**PCT**) level in nine local areas and in respect of NHS orthodontic treatments in one local area.<sup>43</sup>

52. To avoid a reference to the Competition Commission, Carlyle, Palamon and Turnstone offered undertakings in lieu (**UILs**) to the OFT to divest the overlapping dental practices in each of the relevant local areas.<sup>44</sup> The remedy was implemented following the OFT's acceptance of the UILs on 10 June 2011.<sup>45</sup>
53. The only ongoing obligations on Carlyle, Palamon and Turnstone are continued separation obligations which include an occupation interest obligation where they have granted a sub-lease or assigned an existing lease to the purchaser of a divestment business. The UILs do not contain a time limit on these separation obligations.<sup>46</sup>
54. The CMA is not aware of ADP and IDH benefitting from any occupation interest in respect of the divestment businesses.
55. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release, we consider that it is appropriate to release these UILs.

#### ***Co-operative Group (CWS) Limited / Fairways Group UK Limited***

56. This case concerned the UK funeral directing services sector.
57. On 24 March 2006, the Co-operative Group (CWS) Limited (**CGL**) purchased 86% of the issued share capital of Fairways Group UK Limited (**Fairways**).
58. On 19 July 2006 the OFT found that the merger may result in a substantial lessening of competition in the supply of funeral directing services in five local areas within the UK (Southampton, New Forest, Eastleigh, Woking and Wychavon).<sup>47</sup>
59. To avoid a reference to the Competition Commission, CGL offered undertakings in lieu (**UILs**) to the OFT to divest a number of CGL's funeral

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<sup>43</sup> **Carlyle Group/Palamon Capital/Integrated Dental Holdings Group and Associated Dental Practices**, [decision on reference](#), paragraphs 142–153.

<sup>44</sup> **Carlyle Group/Palamon Capital/Integrated Dental Holdings Group and Associated Dental Practices**, [full text of UILs](#), paragraphs 3.1–3.7 and Annex 1.

<sup>45</sup> **Carlyle Group/Palamon Capital/Integrated Dental Holdings Group and Associated Dental Practices**, [UIL acceptance decision](#), paragraph 19.

<sup>46</sup> **Carlyle Group/Palamon Capital/Integrated Dental Holdings Group and Associated Dental Practices**, [full text of UILs](#), paragraphs 13.1 and 14.1–14.5.

<sup>47</sup> Completed acquisition by the Co-operative Group (CWS) Limited of Fairways Group UK Limited [ME/2421/06] (**Co-operative Group Ltd/Fairways Group UK Ltd**), [decision on reference](#), paragraphs 49, 57–60.

businesses in each of the five local areas.<sup>48</sup> The remedy was implemented following the OFT's acceptance of the UILs on 29 November 2006.<sup>49</sup>

- 60. The only ongoing obligations on CGL are continued separation obligations. The UILs do not contain a time limit on these separation obligations.<sup>50</sup>
- 61. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***The Co-operative Group (CWS) Limited / United Co-operatives Limited***

- 62. This case concerned the UK travel agency, retail pharmacy, funeral and grocery retail services sectors.
- 63. Co-operative Group (CWS) Limited (**CGL**) and United Co-Operatives Limited (**United**) amalgamated their respective societies by a transfer of engagements, which resulted in United's business enterprise being transferred to CGL and its members automatically becoming members of CGL following registration with the Financial Services Authority on 29 July 2007.<sup>51</sup>
- 64. On 23 July 2007, the OFT found that the merger may result in a substantial lessening of competition in the supply of pharmacy, funeral and grocery retail services in certain overlap areas across the UK.<sup>52</sup>
- 65. To avoid a reference to the Competition Commission, CGL offered undertakings in lieu (**UILs**) to the OFT to divest various local retail pharmacy services, funeral services and retail grocery services businesses.<sup>53</sup> The remedy was implemented following the OFT's acceptance of the UILs on 5 November 2007.<sup>54</sup>
- 66. The only ongoing obligations on CGL are continued separation obligations. The UILs do not contain a time limit on these separation obligations.<sup>55</sup>
- 67. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

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<sup>48</sup> Co-operative Group Ltd/Fairways Group UK Ltd, [full text of UILs](#), Annex 1.

<sup>49</sup> Co-operative Group Ltd/Fairways Group UK Ltd, [UIL acceptance decision](#).

<sup>50</sup> Co-operative Group Ltd/Fairways Group UK Ltd, [full text of UILs](#), paragraph 10.1.

<sup>51</sup> Anticipated merger between Co-operative Group (CWS) Limited and United Co-operatives Limited [ME/3004/07] (**Co-operative Group (CWS) Ltd/United Co-operatives Ltd**), [decision on reference](#), paragraph 3; **Co-operative Group (CWS) Ltd/United Co-operatives Ltd**, [full text of UILs](#), paragraph (a).

<sup>52</sup> Co-operative Group (CWS) Ltd/United Co-operatives Ltd, [decision on reference](#), paragraphs 147–151.

<sup>53</sup> Co-operative Group (CWS) Ltd/United Co-operatives Ltd, [full text of UILs](#), Annex 1.

<sup>54</sup> Co-operative Group (CWS) Ltd/United Co-operatives Ltd, [UIL acceptance decision](#).

<sup>55</sup> Co-operative Group (CWS) Ltd/United Co-operatives Ltd, [full text of UILs](#), paragraph 10.1.

### ***Co-operative Group / Lothian Borders and Angus Co-operative Society***

68. This case concerned the UK local grocery and pharmacy retail sectors in Scotland.
69. In December 2008, Lothian Borders & Angus Co-operative Society Limited (**LBA**) transferred its engagements to Co-operative Group Limited (**CGL**) under the Industrial and Provident Societies Act 1965.
70. On 18 March 2009, the OFT found that the merger may result in a substantial lessening of competition within twelve local areas of the UK grocery retailing market,<sup>56</sup> and one local area of the UK pharmacy retailing market.<sup>57</sup>
71. To avoid a reference to the Competition Commission, CGL offered undertakings in lieu (**UILs**) to the OFT to divest 13 overlapping grocery and pharmacy businesses.<sup>58</sup> The remedy was implemented following the OFT's acceptance of the UILs on 6 March 2009.<sup>59</sup>
72. The only ongoing obligations on CGL are continued separation obligations. The UILs do not contain a time limit on these separation obligations.<sup>60</sup>
73. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Co-operative Group / Somerfield***

74. The case concerned the UK grocery retail sector.
75. In July 2008, Co-operative Group Limited (**CGL**) entered into a sale and purchase agreement to acquire the entire share capital of Somerfield Limited's (**Somerfield**) holding company, Violet Holdings Limited.
76. On 20 October 2008, the OFT found that the merger may result in a substantial lessening of competition in the retail of groceries in a number of local areas.<sup>61</sup>
77. To avoid a reference to the Competition Commission, CGL offered undertakings in lieu (**UILs**) to the OFT to divest a store (or stores) in each of

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<sup>56</sup> Completed merger between Co-operative Group Limited and Lothian Borders & Angus Co-operative Society Limited [ME/3933/08] (**Co-operative Group/Lothian Borders and Angus Co-operative Society**), [decision on reference](#), paragraphs 124–127.

<sup>57</sup> **Co-operative Group/Lothian Borders and Angus Co-operative Society**, [decision on reference](#), paragraphs 125–127.

<sup>58</sup> **Co-operative Group/Lothian Borders and Angus Co-operative Society**, [full text of UILs](#), paragraph 2.5 and Annex 1.

<sup>59</sup> **Co-operative Group/Lothian Borders and Angus Co-operative Society**, [UIL acceptance decision](#).

<sup>60</sup> **Co-operative Group/Lothian Borders and Angus Co-operative Society**, [full text of UILs](#), paragraph 10.

<sup>61</sup> Anticipated acquisition by Co-operative Group Limited of Somerfield Limited [ME/3777/08] (**Co-operative Group Ltd/Somerfield Ltd**), [decision on reference](#), paragraphs 160–169.

the 133 local areas identified by the OFT.<sup>62</sup> The remedy was implemented following the OFT's acceptance of the UILs on 20 October 2008.<sup>63</sup>

78. The only ongoing obligations on CGL are continued separation obligations. The UILs do not contain a time limit on these separation obligations.<sup>64</sup>
79. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Emap plc / ABI Building Data Limited***

80. The case concerned the UK construction sector.
81. On 4 May 2004, Emap PLC (**Emap**) acquired ABI Building Data Ltd (**ABI**).
82. On 1 July 2004, the OFT referred the merger to the Competition Commission.<sup>65</sup> On 26 January 2005, the Competition Commission published its report finding that there was an anti-competitive outcome from the acquisition.<sup>66</sup>
83. Emap offered undertakings to the Competition Commission to divest or procure the divestiture of the ABI business.<sup>67</sup> The remedy was implemented following the Competition Commission's acceptance of the undertakings on 3 March 2005.<sup>68</sup>
84. The only ongoing obligations on Emap are continued separation obligations. The undertakings do not contain a time limit on these.<sup>69</sup>
85. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these undertakings.

### ***Enterprise Inns plc / Laurel Pub Group Ltd***

86. The case concerned the UK pub retailing sector.
87. In 2002, Enterprise Inns plc (**Enterprise**) acquired Laurel Pub Group Ltd (**Laurel**).

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<sup>62</sup> Co-operative Group Ltd/Somerfield Ltd, [full text of UILs](#), paragraphs 2.1 and 3.1, Annex 1 and Annex 2.

<sup>63</sup> Co-operative Group Ltd/Somerfield Ltd, [UIL acceptance decision](#).

<sup>64</sup> Co-operative Group Ltd/Somerfield Ltd, [full text of UILs](#), paragraph 11.

<sup>65</sup> Completed acquisition by Emap plc of ABI Building Data Ltd (**Emap plc/ABI Building Data Limited**), [final report news release](#).

<sup>66</sup> **Emap plc/ABI Building Data Limited**, [final report](#), paragraphs 8.16–8.17.

<sup>67</sup> **Emap plc/ABI Building Data Limited**, [full text of final undertakings](#), paragraph 1.

<sup>68</sup> **Emap plc/ABI Building Data Limited**, [full text of final undertakings](#), page 1.

<sup>69</sup> **Emap plc/ABI Building Data Limited**, [full text of final undertakings](#), paragraph 32.

88. The Director General of Fair Trading advised that the acquisition gave rise to competition concerns in respect of the UK market for pub retailing in specific Petty Sessional Divisions (**PSDs**).<sup>70</sup>
89. To prevent a reference to the Competition Commission, Enterprise offered undertakings to the Competition Minister to divest as many pubs as necessary to reduce its share of pubs in any PSD to 25% or less (or, if either Enterprise or Laurel held more than 25% in any PSD prior to the acquisition, to sell as many pubs as necessary to reduce its share back down to that level).<sup>71</sup>
90. The remedy was implemented following the Competition Minister's acceptance of the undertakings and decision not to refer the merger to the Competition Commission on 23 September 2002.<sup>72</sup>
91. The only ongoing obligations on Enterprise are continued separation obligations. The undertakings do not contain a time limit on these continued separation obligations.<sup>73</sup>
92. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these undertakings.

### ***FirstGroup and MTR / South Western rail franchise***

93. This case concerned the UK rail sector.
94. On 27 March 2017, the Department for Transport (**DfT**) announced that First MTR South Western Trains Limited (**FMSWTL**), a joint venture between FirstGroup plc (**FirstGroup**) and MTR Corporation (**MTR**), was the successful bidder for the South Western Rail (**SWR**) franchise (**SWR Franchise**). DfT and FMSWTL subsequently entered into a franchise agreement and associated agreements confirming the award of the SWR Franchise to FMSWTL (the **Franchise Award**). The SWR Franchise commenced on 20 August 2017 for an initial term of seven years, expiring on 18 August 2024.<sup>74</sup>
95. On 11 July 2017, the CMA found that the Franchise Award may result in a substantial lessening of competition in relation to public transport services on the London to Exeter flow.<sup>75</sup>

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<sup>70</sup> Acquisition by Enterprise Inns plc of the Laurel Pub Group Ltd (**Enterprise Inns plc/Laurel Pub Group Ltd**), [undertaking acceptance decision](#), page 1.

<sup>71</sup> **Enterprise Inns plc/Laurel Pub Group Ltd**, [full text of undertakings](#), paragraphs 1.1–1.2.

<sup>72</sup> **Enterprise Inns plc/Laurel Pub Group Ltd**, [undertaking acceptance decision](#).

<sup>73</sup> **Enterprise Inns plc/Laurel Pub Group Ltd**, [full text of undertakings](#), paragraphs 2.1 and 2.2.

<sup>74</sup> Award of the South Western rail franchise to FirstGroup plc and MTR Corporation [ME/6664/16] (**FirstGroup and MTR/South Western rail franchise**), [UIL acceptance decision](#), paragraph 12.

<sup>75</sup> **FirstGroup and MTR/South Western rail franchise**, [phase 1 decision](#), paragraph 126.

96. To avoid a phase 2 reference, FirstGroup and MTR (the **Parties**) offered undertakings in lieu (**UILs**) to the CMA comprising the following obligations:<sup>76</sup>
- (a) an undertaking to ensure that the Parties continue to maintain the same availability of advance fares on the London to Exeter flow as are available on a series of comparable flows, in relation to both Great Western Railway (**GWR**) franchise (**GWR Franchise**) services and SWR services; and
  - (b) an undertaking linking the pricing of unregulated fares offered by each of SWR and GWR on the London to Exeter flow to the equivalent fares offered on a series of comparable flows.
97. The provisions of the UILs only apply in respect of the London to Exeter flow for so long as both the operator of the SWR Franchise and the operator of the GWR Franchise are subject to control by FirstGroup (in respect of GWR) and FirstGroup and MTR (in respect of SWR).<sup>77</sup>
98. On 4 December 2024, the Government announced that the SWR Franchise would be brought into public ownership on 25 May 2025, such that SWR services will be operated by the DfT.<sup>78</sup> The CMA understands that FirstGroup and MTR continued to operate the SWR Franchise until 25 May 2025.
99. Since the SWR Franchise has been brought under public ownership, the operator of SWR (ie the DfT) is no longer subject to control by FirstGroup and MTR, and accordingly the provisions of the UILs no longer apply. Therefore, we consider that it is appropriate to release these UILs as part of the strategic review.

### ***Greene King plc / Laurel Pub Holdings Limited – 2004***

100. This case concerned the UK pub retailing sector.
101. On 6 August 2004, Greene King plc (**GK**) acquired 432 pubs from Laurel Pub Holdings Limited (**Laurel**).

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<sup>76</sup> **FirstGroup and MTR/South Western rail franchise**, [UIL acceptance decision](#), paragraph 17 and Annex 1; **FirstGroup and MTR/South Western rail franchise**, [full text of UILs](#), paragraphs 2.1–2.3 and 3.1–3.3.

<sup>77</sup> **FirstGroup and MTR/South Western rail franchise**, [full text of UILs](#), paragraph 12.3.

<sup>78</sup> See [First train services to return to public ownership revealed - GOV.UK](#).

102. On 9 August 2004, the OFT found that the merger may result in a substantial lessening of competition in the operation of pubs in seven Petty Sessional Divisions (**PSDs**) in the UK.<sup>79</sup>
103. To avoid a reference to the Competition Commission, GK offered undertakings in lieu (**UILs**) to the OFT to divest 13 pubs in seven PSDs to a purchaser or purchasers to be approved by the OFT.<sup>80</sup> The remedy was implemented following the OFT's acceptance of the UILs on 6 October 2004.<sup>81, 82</sup>
104. The only ongoing obligations on GK under the UILs are continued separation obligations. The UILs do not contain a time limit on these.<sup>83</sup>
105. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Greene King plc / Laurel Pub Holdings Limited – 2006***

106. This case concerned the UK pub retailing sector.
107. Pursuant to the UILs accepted on 6 October 2004 in paragraph 103 above, GK agreed to divest 13 pubs in seven Petty Sessional Divisions (**PSDs**) to a purchaser or purchasers to be approved by the OFT by 5 April 2005. GK disposed of all but one of the pubs within the deadline provided in the UILs, the outstanding divestiture being the disposal of one pub in the Oxford PSD.
108. Given that GK had not complied with the UILs despite extensions being granted by the OFT to enable GK to do so, the OFT made an order requiring GK to comply with the UILs which it subsequently did.
109. The only ongoing obligations on GK are continued separation obligations under the order. The order does not contain a time limit on these.<sup>84</sup>
110. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to revoke this order.

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<sup>79</sup> Completed acquisition by Greene King plc of Laurel Pub Holdings Limited [ME/1180/04] (**Greene King plc/Laurel Pub Holdings Limited**), [decision on reference](#), paragraphs 15, 25–26.

<sup>80</sup> **Greene King plc/Laurel Pub Holdings Limited**, [full text of UILs](#), paragraphs 2.1–2.7.

<sup>81</sup> **Greene King plc/Laurel Pub Holdings Limited**, [UIL acceptance decision](#).

<sup>82</sup> See **Greene King plc/Laurel Pub Holdings Limited – 2006** for more information on the disposal of one pub in the Oxford PSD.

<sup>83</sup> **Greene King plc/Laurel Pub Holdings Limited**, [full text of UILs](#), paragraph 5.1.

<sup>84</sup> **Greene King plc/Laurel Pub Holdings Limited**, [order of the OFT](#), paragraph 4.



### ***Greene King plc / Spirit Pub Company plc***

111. This case concerned the UK pub retailing sector.
112. In 2015, GK agreed to acquire Spirit Pub Company plc (**Spirit**).<sup>85</sup>
113. On 11 May 2015, the CMA found that the merger may result in a substantial lessening of competition in the operation of pubs in a number of local areas within the UK.<sup>86</sup>
114. To avoid a phase 2 reference, GK offered undertakings in lieu (**UILs**) to the CMA under which it was required to divest 16 pubs in different local areas.<sup>87</sup> The remedy was implemented following the CMA's acceptance of the UILs on 22 June 2015.<sup>88</sup>
115. GK is subject to continued separation obligations not to reacquire any pubs without CMA consent for a period of 10 years following the divestiture of the pubs, which has now expired.<sup>89</sup>
116. GK is also subject to an occupation interest obligation where it has granted a sub-lease or assigned an existing lease to the purchaser of any pub.<sup>90</sup> The CMA is not aware of GK benefitting from any occupation interest in respect of any of the divested pubs.
117. Given that the re-acquisition obligations have expired, and for the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Hanson plc / Pioneer International Limited***

118. This case concerned the UK aggregates, asphalt, and ready-mixed concrete sectors.
119. In 2000, Hanson plc (**Hanson**) acquired Pioneer International Limited (**Pioneer**).<sup>91</sup> The merger was considered to produce adverse effects to the

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<sup>85</sup> Anticipated acquisition by Greene King plc of Spirit Pub Company plc [ME/6501/14] (**Greene King/Spirit Pub Company**), [phase 1 decision](#), paragraphs 18–19.

<sup>86</sup> **Greene King/Spirit Pub Company**, [phase 1 decision](#), paragraph 158.

<sup>87</sup> **Greene King/Spirit Pub Company**, [full text of UILs](#), paragraph 2.

<sup>88</sup> **Greene King/Spirit Pub Company**, [UIL acceptance decision](#).

<sup>89</sup> A breach by GK was reported to the CMA and recorded on the [register of breaches](#). The CMA sent a private letter to GK and took no further enforcement action.

<sup>90</sup> **Greene King/Spirit Pub Company**, [full text of UILs](#), paragraph 10.1.

<sup>91</sup> Anticipated acquisition by Hanson plc of Pioneer International Limited (**Hanson plc/Pioneer International Limited**), [full text of undertakings](#).



public interest, and a recommendation was made to the Secretary of State to refer the merger to the Competition Commission.<sup>92</sup>

120. To avoid a reference to the Competition Commission, Hanson offered undertakings in lieu (**UILs**) to the Secretary of State to divest specific aggregates, asphalt, and ready-mixed concrete plants.<sup>93</sup> The remedy was implemented following the Secretary of State's acceptance of the UILs on 4 May 2000.<sup>94</sup>
121. The only ongoing obligations on Hanson are continued separation obligations. The UILs do not contain a time limit on these.<sup>95</sup>
122. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Inchcape plc / European Motor Holdings plc***

123. The case concerned the UK retail and wholesale automotive sector.
124. On 29 January 2007, Inchcape plc (**Inchcape**) acquired European Motor Holdings plc (**EMH**).<sup>96</sup>
125. On 26 March 2007, the OFT found that the merger may result in a substantial lessening of competition in the supply of servicing and repair for new and nearly new Volkswagen cars within the catchment area around Inchcape Oswestry and EMH Wrexham.<sup>97</sup>
126. To avoid a reference to the Competition Commission, Inchcape offered undertakings in lieu (**UILs**) to the OFT to divest either the Inchcape dealership in Oswestry or the EMH dealership in Wrexham to a purchaser to be approved by the OFT.<sup>98</sup> These were accepted and the remedy subsequently implemented.
127. The only ongoing obligations on Inchcape are continued separation obligations. The UILs do not contain a time limit on these

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<sup>92</sup> **Hanson plc/Pioneer International Limited**, [full text of undertakings](#), paragraph 4(b).

<sup>93</sup> **Hanson plc/Pioneer International Limited**, [full text of undertakings](#). See also [Administrative, provisional and final decisions on reviews of 12 EA02 merger remedies](#).

<sup>94</sup> **Hanson plc/Pioneer International Limited**, [full text of undertakings](#), pages 1–2, Annex 1, Annex 2 and Annex 3.

<sup>95</sup> **Hanson plc/Pioneer International Limited**, [full text of undertakings](#), paragraph 3.

<sup>96</sup> Completed acquisition by Inchcape plc of European Motor Holdings plc [ME/2869/07] (**Inchcape plc/European Motor Holdings plc**), [decision on reference](#), paragraph 3.

<sup>97</sup> **Inchcape plc/European Motor Holdings plc**, [decision on reference](#), paragraph 40.

<sup>98</sup> **Inchcape plc/European Motor Holdings plc**, [full text of UILs](#), Annex.

128. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***iSOFT Group plc / Torex plc***

129. This case concerned the UK healthcare IT sector, specifically laboratory information management systems (**LIMSs**) used in secondary healthcare (eg NHS hospitals).
130. On 23 December 2003, iSOFT Group plc (**iSOFT**) acquired Torex plc (**Torex**). The OFT found that the merger may result in a substantial lessening of competition in the supply of LIMS to NHS hospitals in the UK.<sup>99</sup>
131. To avoid a reference to the Competition Commission, iSOFT offered undertakings in lieu (**UILs**) to the OFT to divest Torex's LIMS business.<sup>100</sup> The remedy was implemented following the OFT's acceptance of the UILs on 17 May 2007.<sup>101</sup>
132. The only ongoing obligations on iSOFT are continued separation obligations. The UILs do not contain a time limit on these.<sup>102</sup>
133. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Jewson / Build Center***

134. This case concerned the consumer goods (construction) sector.
135. On 4 November 2011, Jewson Limited (**Jewson**), part of the Saint-Gobain group (**SGL**), acquired the Build Center business of Wolseley UK Limited.
136. On 8 February 2012, the OFT found that the merger may result in a substantial lessening of competition in the operation of general builders merchants in 22 local areas.<sup>103</sup>
137. To avoid a reference to the Competition Commission, Jewson offered undertakings in lieu (**UILs**) to the OFT to divest a branch or branches in the 22 local areas where the OFT identified competition concerns.<sup>104</sup> The remedy

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<sup>99</sup> Completed acquisition by iSOFT Group plc of Torex plc [ME/1514/03] (**iSOFT Group plc/Torex plc**), [decision on reference](#), paragraph 69.

<sup>100</sup> **iSOFT Group plc/Torex plc**, [full text of UILs](#), paragraphs 1.1–1.4.

<sup>101</sup> **iSOFT Group plc/Torex plc**, [full text of UILs](#), page 1.

<sup>102</sup> **iSOFT Group plc/Torex plc**, [full text of UILs](#), paragraph 8.

<sup>103</sup> Completed acquisition by Jewson Limited of the Build Center business from Wolseley plc [ME/5252/11] (**Jewson/Build Center**), [decision on reference](#), paragraphs 200 and 201.

<sup>104</sup> **Jewson/Build Center**, [full text of UILs](#), section 2.

was implemented following the OFT's acceptance of the UILs on 8 February 2012.<sup>105</sup> The only ongoing obligations on SGL are continued separation obligations, which include an occupation interest obligation where it has granted a sub-lease or assigned an existing lease to the purchaser of any divestment branch. The UILs do not contain a time limit on these obligations.

- 138. The CMA is not aware of SGL benefitting from any occupation interest in respect of the divested branches.
- 139. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Johnston Press plc / Local Press Ltd***

- 140. This case concerned the local and regional newspaper publishing sector, particularly in Northern Ireland (Derry City and Limavady). Additional overlaps occurred in the county of Coleraine and Belfast.
- 141. On 4 November 2005, Johnston Press plc (**Johnston**) acquired Local Press Limited.
- 142. On 5 May 2006, the OFT found that the merger may result in a substantial lessening of competition in the supply of farming publications in Northern Ireland.<sup>106</sup>
- 143. To avoid a reference to the Competition Commission, Johnston offered undertakings in lieu (**UILs**) to the OFT to divest one of the farming titles it publishes in Northern Ireland called 'Farm Week'.<sup>107</sup> The remedy was implemented following the OFT's acceptance of the UILs on 6 October 2006.<sup>108</sup>
- 144. The only ongoing obligations on Johnston are continued separation obligations. The UILs do not contain a time limit on these.<sup>109</sup>
- 145. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

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<sup>105</sup> **Jewson/Build Center**, [UIL acceptance decision](#).

<sup>106</sup> Completed acquisition by Johnston Press plc of Local Press Ltd [ME/2260/06] (**Johnston Press plc/Local Press Ltd**), [decision on reference](#), paragraphs 56–61.

<sup>107</sup> **Johnston Press plc/Local Press Ltd**, [full text of UILs](#), paragraph 2.1.

<sup>108</sup> **Johnston Press plc/Local Press Ltd**, [UIL acceptance decision](#).

<sup>109</sup> **Johnston Press plc/Local Press Ltd**, [full text of UILs](#), paragraph 10.

### ***Ladbroke Racing (Reading) Ltd / Hilton Group plc***

146. This case concerned the supply of betting services through licensed betting offices (**LBOs**) and telephone betting services.
147. On 15 July 2005, Ladbroke Racing (Reading) Limited (**Ladbroke**), part of the Hilton Group plc (**Hilton Group**), acquired Jack Brown (Bookmaker) Limited (**Jack Brown**).
148. On 27 September 2005, the OFT found that the merger may result in a substantial lessening of competition in the supply of betting services through LBOs in a number of local areas within the UK.<sup>110</sup>
149. To avoid a reference to the Competition Commission, Ladbroke and Hilton Group offered undertakings in lieu (**UILs**) to the OFT to divest four specific LBOs in Birmingham and Ebbw Vale, Gwent (Wales).<sup>111</sup> The remedy was implemented following the OFT's acceptance of the UILs on 13 February 2006.<sup>112</sup>
150. The only ongoing obligations on Hilton Group and Ladbroke are continued separation obligations. The UILs do not contain a time limit on these.<sup>113</sup>
151. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Lightcatch Ltd / Tote (Successor Company) Ltd***

152. This case concerned the UK gambling sector.
153. On 13 July 2011, Lightcatch Limited (**Lightcatch**) acquired Tote (Successor Company) Limited (the **Tote**). Lightcatch is the parent company of Done Brothers (Cash Betting) Limited, a UK bookmaker trading under the name 'Betfred' (jointly, **Betfred**).
154. On 16 December 2011, the OFT found that the merger may result in a substantial lessening of competition in the provision of betting and gaming services in licensed betting offices (**LBOs**) in 25 local areas within the UK.<sup>114</sup>

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<sup>110</sup> Completed acquisition by Hilton Group plc through Ladbroke Racing (Reading) Limited of Jack Brown (Bookmaker) Limited [ME/1883/05] (**Hilton Group/Ladbroke Racing (Reading)/Jack Brown (Bookmaker)**), [decision on reference](#), paragraphs 41–46.

<sup>111</sup> **Hilton Group/Ladbroke Racing (Reading)/Jack Brown (Bookmaker)**, [full text of UILs](#), paragraphs 2.1–2.4.

<sup>112</sup> **Hilton Group/Ladbroke Racing (Reading)/Jack Brown (Bookmaker)**, [UIL acceptance decision](#).

<sup>113</sup> **Hilton Group/Ladbroke Racing (Reading)/Jack Brown (Bookmaker)**, [full text of UILs](#), paragraphs 10.1–10.3.

<sup>114</sup> Completed acquisition by Lightcatch Limited (trading as Betfred) of Tote (Successor Company) Limited [ME/5160/11] (**Lightcatch Ltd/Tote (Successor Company) Ltd**), [decision on reference](#), paragraph 133.

155. To avoid a reference to the Competition Commission, Lightcatch offered undertakings in lieu (**UILs**) to the OFT to divest either the Betfred or the Tote LBO in each of the 25 local areas in which the OFT identified competition concerns.<sup>115</sup> The remedy was implemented following the OFT's acceptance of the UILs on 6 August 2012.<sup>116</sup>
156. The only ongoing obligations on Lightcatch are continued separation obligations, including an occupation interest obligation where it has granted a sub-lease or assigned an existing lease to the purchaser of any divestment business. The UILs do not contain a time limit on these separation obligations.<sup>117</sup>
157. The CMA understands that Lightcatch is now renamed as Betfred Group Limited (**BGL**). The CMA is not aware of BGL benefitting from any occupation interest in respect of the divestment businesses.
158. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Midcounties Co-operative / Harry Tuffin Investments***

159. This case concerned the retail supply of groceries.
160. On 30 April 2012, Midcounties Co-operative Limited (**Midcounties**) acquired Tuffin Investments Limited (**Harry Tuffins**), comprising the grocery and fuel retailing activities of Harry Tuffins.
161. On 18 October 2012, the OFT found that the merger may result in a substantial lessening of competition in the supply of groceries in the areas of Bishop's Castle, Craven Arms/Church Stretton, Lydney and Coleford.<sup>118</sup>
162. To avoid a reference to the Competition Commission, Midcounties offered undertakings in lieu (**UILs**) to the OFT to divest the Harry Tuffins' stores in Bishop's Castle and either the Harry Tuffins' or the Midcounties' store in each of Craven Arms/Church Stretton, Lydney and Coleford.<sup>119</sup> The remedy was implemented following the OFT's acceptance of the UILs.<sup>120</sup>

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<sup>115</sup> **Lightcatch Ltd/Tote (Successor Company) Ltd**, [full text of UILs](#), section 2.

<sup>116</sup> **Lightcatch Ltd/Tote (Successor Company) Ltd**, [UIL acceptance decision](#).

<sup>117</sup> **Lightcatch Ltd/Tote (Successor Company) Ltd**, [full text of UILs](#), section 10.

<sup>118</sup> Completed acquisition by Midcounties Co-operative Limited of Harry Tuffin Investments Limited [ME/5452/12] (**Midcounties Co-operative/Harry Tuffin Investments**), [decision on reference](#), paragraphs 163–172.

<sup>119</sup> **Midcounties Co-operative/Harry Tuffin Investments**, [full text of UILs](#), Annex 1.

<sup>120</sup> **Midcounties Co-operative/Harry Tuffin Investments**, [UIL acceptance decision](#).

163. The only ongoing obligations on Midcounties are continued separation obligations, including an occupation interest obligation where it has granted a sub-lease or assigned an existing lease to the purchaser of any divestment store.<sup>121</sup> The UILs do not contain a time limit on these separation obligations.<sup>122</sup>
164. The CMA is not aware of Midcounties benefitting from any occupation interest in respect of the divestment stores.
165. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Nakano UK Holding Limited / Premier Foods Group Limited***

166. This case concerned consumer goods.
167. On 28 July 2012, Nakano UK Holding Limited (**Nakano**), through its subsidiary Nakano UK Vinegar Limited, acquired the vinegar and pickles in vinegar businesses<sup>123</sup> of Premier Foods Group Limited (**Premier**).<sup>124</sup>
168. On 26 September 2012, the OFT found that the merger may result in a substantial lessening of competition in the supply of malt vinegar to food ingredient customers, unbranded malt vinegar to retail customers, spirit vinegar to retail customers, and unbranded malt vinegar to food service customers in the UK.<sup>125</sup>
169. To avoid a reference to the Competition Commission, Nakano offered undertakings in lieu (**UILs**) to the OFT to divest the malt and spirit vinegar manufacturing, processing and supply business of Mizkan Europe Limited located at Burntwood, Staffordshire.<sup>126</sup> The remedy was implemented following the OFT's acceptance of the UILs.<sup>127</sup>
170. The only ongoing obligations on Nakano are continued separation obligations. The UILs do not contain a time limit on these obligations.<sup>128</sup>

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<sup>121</sup> **Midcounties Co-operative/Harry Tuffin Investments**, [full text of UILs](#), paragraphs 11.1–11.5.

<sup>122</sup> **Midcounties Co-operative/Harry Tuffin Investments**, [full text of UILs](#), paragraph 10.1.

<sup>123</sup> including the Middleton manufacturing plant with equipment, employees, the related customer and supply agreements, as well as the Sarson's and Dufrais vinegar brands and the Haywards pickles brand.

<sup>124</sup> Completed acquisition by Nakano of the vinegar and pickles businesses of Premier Foods Group Limited [ME/5589/12] (**Nakano/Premier Foods Group Ltd**), [decision on reference](#), paragraph 3.

<sup>125</sup> **Nakano/Premier Foods Group Ltd**, [decision on reference](#), paragraphs 102, 162, 175 and 213.

<sup>126</sup> **Nakano/Premier Foods Group Ltd**, [full text of UILs](#), paragraph 2.1.

<sup>127</sup> **Nakano/Premier Foods Group Ltd**, [UIL acceptance decision](#).

<sup>128</sup> **Nakano/Premier Foods Group Ltd**, [full text of UILs](#), paragraph 10.

171. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Pendragon plc / Reg Vardy***

172. This case concerned local car dealership markets in West Yorkshire, Central Scotland, Hartlepool and Northamptonshire, more specifically, in the retail sale and contract hire and leasing of new and used vehicles and associated servicing, repair and spare part supply.

173. On 14 February 2006, Pendragon plc (**Pendragon**) acquired Reg Vardy Plc.

174. On 4 August 2006, the OFT found that the merger may result in a substantial lessening of competition in the supply of servicing for new cars in a number of local areas within the UK.<sup>129</sup>

175. To avoid a reference to the Competition Commission, Pendragon offered undertakings in lieu (**UILs**) to the OFT to divest specific dealership businesses in areas where competition concerns were identified.<sup>130</sup> The remedy was implemented following the OFT's acceptance of the UILs on 18 October 2006.<sup>131</sup>

176. The only ongoing obligations on the parties are continued separation obligations. The UILs do not contain a time limit on these obligations.<sup>132</sup>

177. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Princes / Premier Foods Ltd***

178. This case concerned the supply of ambient pies.

179. On 23 July 2011, Princes Limited (**Princes**) acquired the canned food products business of Premier Foods Group Limited (**Premier Foods**).

180. On 22 June 2011, the OFT found that the merger may result in a substantial lessening of competition in the supply of ambient pies to retailers in the UK.<sup>133</sup>

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<sup>129</sup> Completed acquisition by Pendragon plc of Reg Vardy plc [ME/2263/06] (**Pendragon plc/Reg Vardy plc**), [decision on reference](#), paragraphs 44–47.

<sup>130</sup> **Pendragon plc/Reg Vardy plc**, [full text of UILs](#), section 2.

<sup>131</sup> **Pendragon plc/Reg Vardy plc**, [UIL acceptance decision](#).

<sup>132</sup> **Pendragon plc/Reg Vardy plc**, [full text of UILs](#), paragraph 10.1.

<sup>133</sup> Anticipated acquisition by Princes Limited of certain assets and operations of the canning business of Premier Foods Limited (**Princes/Premier Foods Ltd**), [decision on reference](#), paragraphs 155–166.



181. To avoid a reference to the Competition Commission, Princes offered undertakings in lieu (**UILs**) to the OFT to divest the rights, assets, interests and obligations of the Fray Bentos brand as operated immediately prior to the acquisition.<sup>134</sup> The remedy was implemented following the OFT's acceptance of the UILs.
182. The only ongoing obligations on Princes are continued separation obligations. The UILs do not contain a time limit on these separation obligations.<sup>135</sup>
183. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Rexel UK / Wilts Wholesale Electrical Company***

184. This case concerned the wholesale supply of electrical equipment.
185. On 25 February 2012, Rexel UK Limited (**Rexel**) acquired Wilts Wholesale Electrical Company Limited's (**Wilts**) business which consisted of 59 branches out of the 62 branches operated by Wilts.<sup>136</sup>
186. On 26 October 2012, the OFT found that the merger may result in a substantial lessening of competition in the wholesale supply of electrical products in local areas including Chippenham, Melksham, Weymouth/Dorchester, Midsomer Norton/Bath, Rugby and Winchester/Chandler's Ford.<sup>137</sup>
187. To avoid a reference to the Competition Commission, Rexel offered undertakings in lieu (**UILs**) to the OFT to divest the Wilts branch(es) in each of (i) Chandler's Ford (ii) Chippenham (iii) Devizes (iv) Midsomer Norton, (v) Rugby, (vi) Trowbridge and (vii) Weymouth.<sup>138</sup> The remedy was implemented following the OFT's acceptance of the UILs.<sup>139</sup>
188. The only ongoing obligations on Rexel are continued separation obligations, including an occupation interest obligation where it has granted a sub-lease or assigned an existing lease to the purchaser of any divestment branch.<sup>140</sup> The UILs do not contain a time limit on these separation obligations.<sup>141</sup>

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<sup>134</sup> **Princes/Premier Foods Ltd**, [full text of UILs](#), section 2 and paragraph 14.4.

<sup>135</sup> **Princes/Premier Foods Ltd**, [full text of UILs](#), paragraph 10.1.

<sup>136</sup> Completed acquisition by Rexel UK Limited of the Wilts Wholesale Electrical Company Limited business [ME/5417/12] (**Rexel UK/Wilts Wholesale Electrical Company**), [decision on reference](#), paragraph 3.

<sup>137</sup> **Rexel UK/Wilts Wholesale Electrical Company**, [decision on reference](#), paragraph 163.

<sup>138</sup> **Rexel UK/Wilts Wholesale Electrical Company**, [full text of UILs](#), paragraph 2.1.

<sup>139</sup> **Rexel UK/Wilts Wholesale Electrical Company**, [UIL acceptance decision](#).

<sup>140</sup> **Rexel UK/Wilts Wholesale Electrical Company**, [full text of UILs](#), section 11.

<sup>141</sup> **Rexel UK/Wilts Wholesale Electrical Company**, [full text of UILs](#), paragraph 10.1.



189. The CMA is not aware of Rexel benefitting from any occupation interest in respect of the divested branches.
190. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Shell UK Limited / Consortium Rontec Investments LLP***

191. This case concerned petrol stations.
192. On 1 November 2011, Shell UK Limited (**Shell**) acquired 253 petrol stations from Rontec Investments LLP.
193. The OFT found that the merger may result in a substantial lessening of competition in the supply of fuel (petrol and diesel combined) and the supply of liquefied petroleum autogas (**auto-LPG**) in a number of local areas.<sup>142</sup>
194. To avoid a reference to the Competition Commission, Shell offered undertakings in lieu (**UILs**) to the OFT to divest a number of fuel stations to eliminate the overlaps found in the relevant markets.<sup>143</sup>
195. The remedy was implemented following the OFT's acceptance of the UILs.<sup>144</sup>
196. The only ongoing obligations on Shell are continued separation obligations, including an occupation interest obligation where it has granted a sub-lease or assigned an existing lease to the purchaser of any divestment fuel stations. The UILs do not contain a time limit on these separation obligations.
197. The CMA is not aware of Shell benefitting from any occupation interest in respect of the divested fuel stations.
198. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***Schlumberger Limited / The Raytheon Company***

199. This case concerned the supply of borehole seismic services employed to detect seismic activity.

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<sup>142</sup> Completed acquisition by Shell UK Limited of 253 petrol stations from Consortium Rontec Investments LLP [ME/5191/11] (**Shell UK Ltd/Consortium Rontec Investments LLP**), [decision on reference](#), paragraphs 142–144.

<sup>143</sup> **Shell UK Ltd/Consortium Rontec Investments LLP**, [full text of UILs](#).

<sup>144</sup> **Shell UK Ltd/Consortium Rontec Investments LLP**, [UIL acceptance decision](#). The LPG businesses at six retail fuel stations were divested through a 15-year lease entered into by Shell and Flogas UK limited, as approved by the OFT.

200. In November 1992, Schlumberger plc (**SLB**) acquired Seismograph Service Ltd (**SSL**) and GeoQuest Systems Incorporated from the Raytheon Company (**Raytheon**).<sup>145</sup>
201. This was a public interest case; the Director General of Fair trading made a recommendation to the Secretary of State, raising concerns that the merged entity would have a dominant position and contribute to a reduction in competition in the supply of borehole seismic services.<sup>146</sup>
202. To avoid a reference to the Monopolies and Mergers Commission under section 75 of the Fair Trading Act 1973, SLB offered undertakings to the Secretary of State to dispose of SSL's business in the supply of borehole seismic services. The remedy was implemented following the Secretary of State's acceptance of the undertakings.<sup>147</sup>
203. The only ongoing obligations on SLB are continued separation obligations. The undertakings do not contain a time limit on these continued separation obligations.
204. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these undertakings.

***Solway Foods (Boparan Holdings Ltd) / Premier Foods (Brookes and Avana businesses) – 2010 (Christmas puddings)***

205. This case concerned the supply of chilled foods and puddings.
206. On 30 December 2011, Solway Foods, a wholly owned subsidiary of Boparan Holdings Limited (**Boparan**), completed the acquisition of R F Brookes Chilled Food and Avana Bakeries from Premier Foods Limited.
207. On 19 March 2012, the OFT found that the merger may result in a substantial lessening of competition in the supply of Christmas puddings in the UK.<sup>148</sup>
208. To avoid a reference to the Competition Commission, Boparan offered undertakings in lieu (**UILs**) to the OFT to divest either its Avana business or

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<sup>145</sup> Acquisition by Schlumberger Limited of Seismograph Service Limited and GeoQuest Systems Incorporated from the Raytheon Company (**Schlumberger Limited/The Raytheon Company**), [full text of undertakings](#), page 1.

<sup>146</sup> **Schlumberger Limited/The Raytheon Company**, [full text of undertakings](#), page 1.

<sup>147</sup> **Schlumberger Limited/The Raytheon Company**, [full text of undertakings](#).

<sup>148</sup> Completed acquisition by Boparan Holdings Limited of R F Brookes Chilled Food and Avana Bakeries [ME/5322/12] (**Boparan Holdings/R F Brookes Chilled Food and Avana Bakeries**), [decision on reference](#), paragraphs 98–104.

its Matthew Walker business.<sup>149</sup> The remedy was implemented following the OFT's acceptance of the UILs on 25 October 2012.<sup>150</sup>

209. The only ongoing obligations on Boparan are continued separation obligations. The UILs do not contain a time limit on these separation obligations.<sup>151</sup>
210. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

***Terra Firma Investments (GP) 2 Ltd / United Cinemas International (UK) Ltd and Cinema International Corporation (UK) Ltd***

211. This case concerned the UK leisure sector (cinemas).
212. On 28 October 2004, Terra Firma Investments (GP) 2 Ltd (**Terra Firma**) acquired United Cinemas International (UK) Ltd and Cinema International Corporation (UK) Ltd.
213. On 7 January 2005, the OFT found that the merger may result in a substantial lessening of competition in the UK cinema exhibition market.<sup>152</sup>
214. To avoid a reference to the Competition Commission, Terra Firma and Corleone Capital Limited (**Corleone**) offered undertakings in lieu (**UILs**) to the OFT to divest 11 cinema businesses.<sup>153</sup> The remedy was implemented following the OFT's acceptance of the UILs.<sup>154</sup>
215. The only ongoing obligations on Terra Firma and Corleone are continued separation obligations, which do not contain a time limit.<sup>155</sup>
216. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

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<sup>149</sup> **Boparan Holdings/R F Brookes Chilled Food and Avana Bakeries**, [full text of UILs](#), paragraph 2.1.

<sup>150</sup> **Boparan Holdings/R F Brookes Chilled Food and Avana Bakeries**, [UIL acceptance decision](#).

<sup>151</sup> **Boparan Holdings/R F Brookes Chilled Food and Avana Bakeries**, [full text of UILs](#), paragraph 10.1.

<sup>152</sup> Acquisition by Terra Firma Investments (GP) 2 Ltd of United Cinemas International (UK) Limited and Cinema International Corporation (UK) Limited [ME/1322/04] (**Terra Firma Investments/United Cinemas International and Cinema International Corporation**), [decision on reference](#), paragraphs 33–36.

<sup>153</sup> **Terra Firma Investments/United Cinemas International and Cinema International Corporation**, [full text of UILs](#), Annex 1.

<sup>154</sup> **Terra Firma Investments/United Cinemas International and Cinema International Corporation**, [UIL acceptance decision](#).

<sup>155</sup> **Terra Firma Investments/United Cinemas International and Cinema International Corporation**, [full text of UILs](#), paragraph 10.

### **Travis Perkins / BSS Group**

217. This case concerned the supply of building materials.
218. On 19 July 2010, Travis Perkins plc (**TP**) notified the OFT of its proposed acquisition of BSS Group plc (**BSS**).
219. On 26 October 2010, the OFT found that the merger may result in a substantial lessening of competition in the retail supply of plumbing and heating (**P&H**) products in 20 local areas.<sup>156</sup>
220. To avoid a reference to the Competition Commission, TP offered undertakings in lieu (**UILs**) to the OFT to divest a store or stores in the 20 local areas where the OFT identified competition concerns.<sup>157</sup> The remedy was implemented following the OFT's acceptance of the UILs on 10 December 2010.<sup>158</sup>
221. The only ongoing obligations on TP are continued separation obligations, including an ongoing occupation interest obligation where it has granted a sub-lease or assigned an existing lease to the purchaser of any divestment store.<sup>159</sup> The UILs do not contain a time limit on these separation obligations.<sup>160</sup>
222. The CMA is not aware of TP benefitting from any occupation interest in respect of the divested stores.
223. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### **Vue Entertainment / Apollo Cinemas**

224. This case concerned the UK leisure sector (cinemas).
225. On 10 May 2012, Vue Entertainment International (**Vue**) (via Vue's wholly owned subsidiary Treganna Bidco Limited) acquired Apollo Cinemas Limited (**Apollo Cinemas**).<sup>161</sup>

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<sup>156</sup> Anticipated acquisition by Travis Perkins plc of BSS Group plc [ME/4609/10] (**Travis Perkins/BSS Group**), [decision on reference](#), paragraphs 214–221.

<sup>157</sup> **Travis Perkins/BSS Group**, [full text of UILs](#), paragraph 2.1.

<sup>158</sup> **Travis Perkins/BSS Group**, [UIL acceptance decision](#).

<sup>159</sup> **Travis Perkins/BSS Group**, [full text of UILs](#), section 11.

<sup>160</sup> **Travis Perkins/BSS Group**, [full text of UILs](#), paragraph 10.1.

<sup>161</sup> Completed acquisition by Vue Entertainment International Limited of Apollo Cinemas Limited [ME/5506/12] (**Vue Entertainment/Apollo Cinemas**), [decision on reference](#), paragraph 4.

226. On 24 August 2012, the OFT found that the merger may result in a substantial lessening of competition in the supply of 2D and 3D film exhibition services in Burnley, Fareham, Morecambe and Port Talbot.<sup>162</sup>
227. To avoid a reference to the Competition Commission, Vue offered undertakings in lieu (**UILs**) to the OFT to divest the Apollo cinemas in each of (i) Burnley, (ii) Fareham, (iii) Morecambe and (iv) Port Talbot.<sup>163</sup> The remedy was implemented following the OFT's acceptance of the UILs on 25 January 2013.<sup>164</sup>
228. The only ongoing obligations on Vue are continued separation obligations, including an occupation interest obligation where it has granted a sub-lease or assigned an existing lease to the purchaser of any divestment cinema.<sup>165</sup> The UILs do not contain a time limit on these separation obligations.<sup>166</sup>
229. The CMA is not aware of Vue benefitting from any occupation interest in respect of the divested cinemas.
230. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.

### ***William Hill plc / Stanley Leisure plc***

231. This case concerned the betting sector.
232. On 18 June 2005, William Hill plc (**William Hill**) acquired the licensed betting office (**LBO**) business of Stanley Leisure plc (**Stanley**).
233. On 1 August 2005, the OFT found that the merger may result in a substantial lessening of competition in certain local areas where William Hill and Stanley operated LBOs in close proximity.<sup>167</sup>
234. To avoid a reference to the Competition Commission, William Hill offered undertakings in lieu (**UILs**) to the OFT to divest 78 LBOs.<sup>168</sup> The remedy was implemented following the OFT's acceptance of the UILs on 13 February 2006.<sup>169</sup>

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<sup>162</sup> **Vue Entertainment/Apollo Cinemas**, [decision on reference](#), paragraphs 121–131.

<sup>163</sup> **Vue Entertainment/Apollo Cinemas**, [full text of UILs](#), paragraph 2.

<sup>164</sup> **Vue Entertainment/Apollo Cinemas**, [UIL acceptance decision](#).

<sup>165</sup> **Vue Entertainment/Apollo Cinemas**, [full text of UILs](#), section 11.

<sup>166</sup> **Vue Entertainment/Apollo Cinemas**, [full text of UILs](#), paragraph 10.1.

<sup>167</sup> Completed acquisition by William Hill plc of the licensed betting office business of Stanley plc [ME/1716/05] (**William Hill/Stanley plc**), [UIL acceptance decision](#)..

<sup>168</sup> **William Hill/Stanley plc**, [full text of UILs](#), section 2.

<sup>169</sup> **William Hill/Stanley plc**, [UIL acceptance decision](#).

235. The only ongoing obligations on the parties are continued separation obligations. The UILs do not contain a time limit on these separation obligations.
236. For the reasons set out at paragraphs 10 to 12 of the Notice of intention to release we consider that it is appropriate to release these UILs.