

APPENDIX 5.1
(referred to in paragraph 5.2)

Draft undertakings in lieu of reference to the MMC, 1 September 1995

THE GO-AHEAD GROUP PLC: ACQUISITION OF OK COMPANIES

Whereas The Go-Ahead Group plc (“the Company”) has acquired the whole share capital of OK Motor Services Limited, OK Motor Services (Travel) Limited and OK Travel (Inclusive Tours) Limited;

And whereas the Secretary of State has power to refer the resulting merger situation (“the Merger”) to the Monopolies and Mergers Commission under section 64 of the Fair Trading Act 1973 (“the Act”);

And whereas the Director General of Fair Trading (“the Director”) has made a recommendation to the Secretary of State under section 76 of the Act that the merger should be so referred, and has given advice to the Secretary of State specifying particular effects adverse to the public interest which in his opinion the Merger may have or might be expected to have;

Now therefore the Company gives the following undertakings to the Secretary of State pursuant to section 75G of the Act, as amended by section 9 of the Deregulation and Contracting Out Act 1994.

Divestment of the Gateshead Business

1.-(1) The Company will do all such things as are necessary to prepare for sale as a single going concern the business operated out of the Gateshead Depot including:

- (a) the Gateshead Depot;
- (b) the vehicles listed in Schedule 1;
- (c) the other assets listed in Schedule 2.

(2) Not later than six months from the giving of these undertakings, or such other date as may be agreed with the Secretary of State, the Company will sell the going concern so constituted (“the Gateshead Business”) to a single purchaser whose identity has been approved by the Director.

(3) After that sale, and in order to effect the permanent division of the businesses now carried on by it, the Company will ensure that neither it nor any person under its Control acquires any interest in the Gateshead Business or any assets of it.

Benefit of contracts

2. On the sale of the Gateshead Business the Company will use its best endeavours to ensure that the purchaser acquires the benefit of the contracts for the provision of services listed in Schedule 3.

Deregistration of services

3. On the sale of the Gateshead Business the Company will deregister the services listed in Schedules 3 and 4 and use its best endeavours to ensure that the purchaser is enabled to register and operate such services without interruption to those services.

Non-competition

4. For two years after the sale of the Gateshead Business the Company will not register or operate services covering the same routes as the services listed in Schedules 3 and 4, or any part of such routes, except that the services may be operated:

- (a) to the extent necessary to avoid interruption to those services as they are taken over by the purchaser, or to the extent that the purchaser is unable to operate those services;
- (b) where the Company operated such services on 17th March 1995 (and the services are accordingly listed in Schedule 5), at the timings, frequencies and fares prevailing on that date.

Information

5. The Company will provide promptly to the Director such information as he may reasonably require from time to time for the purpose of ascertaining that these undertakings are being or have been carried out.

Interpretation

6. In these undertakings:

“Control” is to be construed in accordance with section 65 of the Act, and in the case of a body corporate, a person shall be deemed to control it if he holds or has an interest in shares of that body corporate amounting to 10% or more of its issued share capital or carrying an entitlement to vote at meetings of that body corporate of 10% or more of the total number of votes which may be cast at such meetings; and

the “Gateshead Depot” means the Depot situated at Kingsway, Team Valley Trading Estate, Gateshead, Tyne & Wear.