

**ACQUISITION BY NATIONAL EXPRESS GROUP PLC OF PRISM RAIL PLC**

**VARIATION TO UNDERTAKINGS GIVEN TO THE SECRETARY OF STATE FOR TRADE AND INDUSTRY BY NATIONAL EXPRESS GROUP PLC PURSUANT TO SECTION 75G(1) OF THE FAIR TRADING ACT 1973**

**WHEREAS:**

- (a) The merger between National Express Group plc ('National Express') and Prism Rail plc ('Prism') was completed on 19 September 2000 ('the Merger Situation');
- (b) The Director General advised the Secretary of State that a merger reference to the Competition Commission under section 64(1) of the Fair Trading Act 1973 (the 'Act') should be made and gave advice under section 75(1)(c) of the Act specifying particular effects adverse to the public interest which in his opinion the Merger Situation may have or might be expected to have;
- (c) On 17 January 2001 it was announced that the Secretary of State accepted undertakings given by National Express for the purpose of remedying or preventing the effects adverse to the public interest specified in the advice given by the Director General ('the Original Undertakings');
- (d) National Express Group requested a variation to or release from the Original Undertakings, pursuant to section 75J of the Act;
- (e) The Original Undertakings were specified in the Enterprise Act 2002 (Enforcement Undertakings) Order 2006 (SI 2006 No.354) which came into force on 10 March 2006, and thereby pursuant to Schedule 24 paragraph 16 of the Enterprise Act 2002 the OFT was given the power to supersede, vary or release the Original Undertakings;
- (f) Following a consultation process, and after consideration of any representations made and not withdrawn, the OFT indicated that it proposed to accept a variation to the Original Undertakings;

**NOW THEREFORE** National Express hereby gives to the OFT the following variation to the Original Undertakings, with a view to this variation to the Original Undertakings being accepted by the OFT:

- 1. The section entitled 'London- Stansted Fares' namely paragraphs 1, 2 and 3 of the Original Undertakings shall no longer apply. The Original Undertakings shall continue to apply other than as amended by this variation.
- 2. This variation to the Original Undertakings shall take effect from the date that, having been signed by National Express, it is accepted by the OFT.

FOR AND ON BEHALF OF NATIONAL EXPRESS

*A Walker*  
..... Signature  
A. WALKER ..... Name  
..... DIRECTOR ..... Title  
..... 3 August 2006 ..... Date

(Director)

*A. McDonald*  
..... Signature  
A. McDONALD ..... Name  
..... COMPANY SECRETARY ..... Title  
..... 3 August 2006 ..... Date

(~~Director~~/Company Secretary)