



DETERMINATION OF MERGER NOTIFICATION M/10/038 -

Barnett/Origin/Hall

Section 21 of the Competition Act 2002

Proposed acquisition by W&R Barnett Limited and Origin Enterprises plc of joint control of R&H Hall Limited

Dated 8 December 2010

Introduction

1. On 11 November 2010, in accordance with section 18 of the Competition Act 2002, the Competition Authority (the "Authority") received a notification of a proposed acquisition whereby W&R Barnett Limited ("W&R Barnett") would acquire joint control of R&H Hall Limited ("R&H Hall") by acquiring 50% of the share of R&H Hall from Origin Enterprises plc ("Origin").
2. Origin currently owns 100% of the share capital of R&H Hall. As noted above, the proposed transaction involves Origin selling 50% of the share capital of R&H Hall to W&R Barnett. Following completion, Origin and W&R Barnett would jointly control R&H Hall.

The Undertakings Involved

Acquirers

3. Origin is controlled by ARYZTA AG ("ARYZTA") which is active in the food sector. ARYZTA has two main food divisions¹, Food Europe and Food North America:
 - Food Europe is active in the specialty bakery market in the State, Switzerland, Germany, Poland, the UK, and France. In Europe, ARYZTA has business-to-business and consumer brands including *Hiestand*, *Cuisine de France*, *Delice de France* and *Coup de Pates*; and,
 - Food North America is involved in the manufacture and sale of freshly baked cookies and artisan breads in the United States.
4. Origin has two divisions:
 - the agri-nutrition division which is active in the manufacture, sale, and distribution of feed ingredients, specialist agronomy services, crop nutrition and marine proteins and oils in the State, the United Kingdom, Poland and Norway; and,

¹ ARYZTA also has start-up businesses in Japan, Malaysia and Australia.

- the food division which is involved in the manufacture, sale, and distribution of ambient foods across the retail, food service and manufacturing sectors in the State.

W&R Barnett

5. W&R Barnett, a family-owned business based in Belfast, is an importer of grain, animal feed ingredients and liquid animal feeds. W&R Barnett's business is almost entirely carried out in Northern Ireland. W&R Barnett has storage facilities for grain at the ports of Derry and Belfast, in Northern Ireland.

Target

6. R&H Hall is wholly-owned by Origin. R&H Hall is an importer of grain and animal feed ingredients which it sells to the animal feed and flour milling industries in the State. R&H Hall has storage facilities for grain in the State at the ports of Dublin, Cork, Waterford, and Foynes as well as inland storage facilities at Ardee, Co. Louth.

Analysis

7. The Authority has been unable, at this stage, to reach a determination that the proposed acquisition will not lead to a substantial lessening of competition in any market for goods or services in the State. Accordingly, it intends to carry out a full investigation.

DETERMINATION

The Competition Authority, in accordance with section 21(2)(b) of the Competition Act 2002, has determined that it intends to carry out a full investigation under section 22 of the Act in relation to the proposed transaction whereby W&R Barnett Limited and Origin Enterprises plc would acquire joint control of R&H Hall Limited.

For the Competition Authority

Dr. Stanley Wong

Member of the Competition Authority