STATUTORY INSTRUMENTS

1999 No. 2560

MONOPOLIES AND MERGERS

The Merger Reference (Universal Foods Corporation and Pointing Holdings Limited) (Interim Provision) Order 1999

Made - - - - -	*13th September 1999*
Coming into force - -	*13th September 1999*
Laid before Parliament	*13th September 1999*

Whereas:

(1) The Secretary of State, in exercise of powers conferred on him by sections 64 and 69(2) of the Fair Trading Act 1973(**a**) has on 17th August 1999 referred to the Competition Commission for investigation and report the matter of enterprises carried on by or under the control of Universal Foods Corporation ceasing to be distinct from enterprises carried on under the control of Pointing Holdings Limited;

(2) Warner Jenkinson Europe Limited is a subsidiary of Universal Foods Corporation; and

(3) In the opinion of the Secretary of State the exercise of the powers as set out in this Order is required with a view to preventing action which might prejudice the reference or impede the taking of any action under the said Act which might be warranted by the Commission's report on the reference:

Now therefore the Secretary of State with a view to preventing the doing of things which might prejudice the reference or impede the taking of any action under the said Act and in exercise of the powers conferred on him by sections 74 and 90 of the said Act hereby makes the following Order:

Citation and Commencement

1. This Order may be cited as the Merger Reference (Universal Foods Corporation and Pointing Holdings Limited) (Interim Provision) Order 1999 and shall come into force at 12.30 p.m. on 13th September 1999.

Interpretation

2. In this Order—

"Pointing" means Pointing Holdings Limited and any interconnected body corporate of Pointing Holdings Limited incorporated in a part of the United Kingdom or carrying on business in the United Kingdom;

"WJE" means Warner Jenkinson Europe Limited and any interconnected body corporate of Warner Jenkinson Europe Limited incorporated in a part of the United Kingdom or carrying on business in the United Kingdom (other than Pointing).

(**a**) 1973 c. 41.

Interim Provisions

3. To the extent that when this order comes into force the business of Pointing is separately organised from that of WJE:

(i) the business of Pointing shall be maintained as a going concern;

(ii) no steps shall be taken to integrate the businesses of WJE and Pointing; and

(iii) no business activities carried on by Pointing shall be transferred to any other person.

4. Without prejudice to the generality of article 3:

(i) the existing business of Pointing including production, sales and invoicing and the provision of technical information to customers shall continue to be operated from the existing head office at Prudhoe;

(ii) WJE shall not solicit custom from any person to whom Pointing had regularly supplied goods in the ordinary course of business unless that person was a customer of WJE prior to 17th August 1999;

(iii) save in respect of disposals made in the ordinary course of business Pointing shall maintain all assets, including interests in land, interests in other businesses and intellectual property, used in the operation of the business of Pointing and shall not dispose of any such assets;

(iv) WJE shall not dispose of any assets, including interests in land, interests in other businesses and intellectual property, which it has acquired from Pointing.

5. Pointing Holdings Limited and Warner Jenkinson Europe Limited shall so far as is within their power procure that any of their respective interconnected bodies corporate incorporated outside the United Kingdom and which are not carrying on business in the United Kingdom comply with the terms of this Order as if they were included in the definition of Pointing and WJE respectively.

6. Pointing and WJE shall provide the Director General of Fair Trading with such information as he may require for the purposes of monitoring the compliance of Pointing and WJE with this Order and the Director General of Fair Trading is hereby empowered to require Pointing and WJE to take such steps as appear to him necessary to ensure compliance with this Order.

Kim Howells,
Parliamentary Under-Secretary of State
for Consumers and Corporate Affairs,
Department of Trade and Industry

13th September 1999

EXPLANATORY NOTE

(This note is not part of the Order)

This Order requires Pointing Holdings Limited and Warner Jenkinson Europe Limited to maintain the business of Pointing Holdings Limited separately from that of Warner Jenkinson Europe Limited. The merger of Universal Foods Corporation (of which Warner Jenkinson Holdings Limited is a subsidiary) and Pointing Holdings Limited has been referred to the Competition Commission. This Order, unless previously revoked, will cease to have effect 40 days after the Commission's report is laid before Parliament, or on the failure of the Commission to report within the period allowed.

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