

**COMPLETED ACQUISITION BY SPORTS DIRECT INTERNATIONAL PLC OF
CERTAIN RETAIL STORES OF JJB SPORTS PLC**

**ORDER MADE BY THE COMPETITION COMMISSION IN ACCORDANCE WITH
SECTION 81 OF THE ENTERPRISE ACT 2002**

On 7 August 2009, the OFT made a reference to the CC under section 22 of the Act concerning the completed acquisition by SDI of certain retail stores from JJB.

The CC wishes to ensure that no action is taken pending final determination of the reference which might prejudice that reference or impede the taking of any action by the CC under Part 3 of the Act which might be justified by the CC's decisions on the reference.

The reference has not been finally determined in accordance with section 79(1) of the Act.

Now for the purpose of preventing pre-emptive action in accordance with section 81 of the Act the CC makes the following order addressed to SDI and MASH.

Interpretation

1. The Interpretation Act 1978 shall apply to this Order as it does to Acts of Parliament.
2. For the purposes of this Order:

'the Acquired Stores' means the 31 retail outlets acquired by SDI from JJB between 5 November 2007 and 1 December 2008 in the locations listed in Part A of the Schedule;

'the Act' means the Enterprise Act 2002;

'business' has the meaning given by section 129(1) and (3) of the Act;

'the CC' means the Competition Commission;

'control' includes the ability directly or indirectly to control or materially to influence the policy of any person in carrying on an enterprise;

'the decisions' means the decisions of the CC on the questions which it is required to answer by virtue of section 35 of the Act;

'key staff' means [~~§~~];

'JJB' means JJB Sports plc;

'MASH' means MASH Holdings Limited;

'the OFT' means the Office of Fair Trading;

'the Part B Stores' means the retail outlets owned or controlled by SDI in the locations listed in Part B of the Schedule;

'the Part C Stores' means the retail outlets owned or controlled by SDI in the locations listed in Part C of the Schedule;

'the specified period' means the period beginning on the date of this Order and terminating when the reference is finally determined in accordance with sections 79(1) and (2) of the Act;

'the Schedule' means the Schedule to this Order;

'subsidiary' has the meaning given by section 129(1) of the Act;

'SDI' means Sports Direct International plc;

'SDR' means Sportsdirect.com Retail Limited; and

unless the context requires otherwise, the singular shall include the plural and vice versa.

Conduct during the specified period

3. Except with the prior written consent of the CC, SDI and MASH shall not during the specified period take any action:
 - (a) which might prejudice the reference concerned or impede the taking of any action under the Act by the CC or any party, which may be justified by the CC's decisions on the reference;
 - (b) which would transfer to a third party or to another member of SDI the ownership or control in whole or in part of the Acquired Stores or the Part B Stores or the Part C Stores; or
 - (c) which would cause SDI to cease operating or dispose of any of the Acquired Stores or the Part B Stores or the Part C Stores.

4. Without prejudice to the generality of Article 3, SDI and MASH shall at all times during the specified period, unless the CC gives its prior written consent:
 - (a) manage, maintain and preserve each of the Acquired Stores and the Part B Stores as a going concern, open for business during normal trading hours except for any period and to the extent that any event or circumstance beyond the reasonable control of SDI or MASH prevents one or more stores from being open for business (including but not limited to fire; flooding; acts of God; breakdown of plant or machinery; riot or civil disturbance; failure of power or communications; labour dispute; regulatory intervention; or act of terrorism);
 - (b) carry out such maintenance and incur such refurbishment expenditure as is reasonably necessary to maintain the operating efficiency and customer appeal of the Acquired Stores and the Part B Stores;
 - (c) ensure that the Acquired Stores and the Part B Stores are provided with sufficient staff, store management and supplies of goods and services as are reasonably necessary to maintain the operation and customer appeal of those stores;
 - (d) procure that, except in the ordinary course of business:
 - (i) the assets of each of the Acquired Stores and the Part B Stores are maintained and preserved, including facilities and goodwill;

- (ii) none of the assets of the Acquired Stores or the Part B Stores (other than trading stock) is disposed of; and
 - (iii) no interest in the assets of the Acquired Stores or the Part B Stores is created or disposed of; and
- (e) treat each of the Acquired Stores and the Part B Stores in an equivalent manner to equivalent stores within its store portfolio, including in particular as regards:
- (i) the prices, quality, range of merchandise and service offered by the relevant stores;
 - (ii) information technology infrastructure and support, payroll, accounting and other services and support provided by SDI's head office to individual stores; and
 - (iii) management of human resources issues.

Compliance

5. SDI shall procure that its subsidiary SDR and any other subsidiary of SDI which owns and/or operates any of the Acquired Stores or the Part B Stores or the Part C Stores complies with this Order.
6.
 - (a) SDI shall forthwith provide to the CC during the specified period such information or statement of compliance as the CC may from time to time require for the purposes of monitoring compliance by SDI, SDR and/or other relevant subsidiaries with this Order.
 - (b) MASH shall forthwith provide to the CC during the specified period such information or statement of compliance as the CC may from time to time require for the purposes of monitoring compliance by MASH with this Order.
7. SDI shall actively keep the CC informed during the specified period of:
 - (a) details of [REDACTED]; and
 - (b) any material variations of the leases, underleases or tenancy agreements under which SDI or any of its subsidiaries occupies any of the Acquired Stores and/or the Part B Stores.
8. SDI and MASH shall each comply in so far as it is able with such written directions as the CC may from time to time give to take such steps as may be specified or described in the directions for the purpose of carrying out or securing compliance with this Order.
9. The CC may at any time during the specified period by written notice to SDI:
 - (a) amend the lists of the Part B Stores and/or the Part C Stores so as to remove any store from those lists;
 - (b) amend the list of the Part C Stores at SDI's request to permit the substitution by SDI of one of the Part C Stores with another store; and/or
 - (c) release any of the Acquired Stores from this Order.

General

10. To the extent that this Order is addressed to a person's conduct outside the UK, it shall only apply if that person is carrying on business in the UK.

Commencement

11. This Order shall come into force at noon on 4 September 2009.

DIANA GUY

Deputy Chairman

4 September 2009

SCHEDULE

PART A

Locations

Barnsley [✂]
Basildon [✂]
Bedford [✂]
Bradford [✂]
Bristol [✂]
Cardiff [✂]
Ealing Broadway
Eltham [✂]
Farnborough [✂]
Harrogate [✂]
Huddersfield [✂]
Ilford
Isleworth [✂]
Inverness [✂]
Lancaster [✂]
Llanelli [✂]
Newcastle-under-Lyme [✂]
Newcastle-upon-Tyne [✂]
Newport [✂]
Orpington [✂]
Poole [✂]
Truro [✂]
Salisbury [✂]
Sutton [✂]
Uxbridge [✂]
Walthamstow [✂]
Washington [✂]
Wolverhampton [✂]
Wood Green [✂]
Worthing [✂]
York [✂]

PART B

Locations

[✂]

PART C

Locations

[✂]