

**Competition Commission acceptance of an amendment
varying the Interim Undertakings**

IN THE MATTER of a reference to the Competition Commission (CC) dated 23 March 2005 concerning the acquisition by Somerfield plc of certain retail stores and other business assets of Wm Morrison Supermarkets plc:

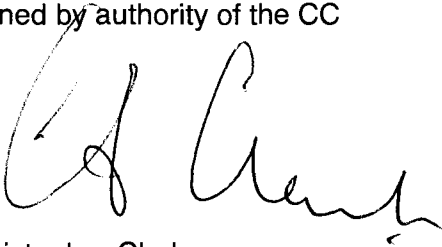
WHEREAS on 13 May 2005, the CC accepted Interim Undertakings from Somerfield plc under section 80(2) of the Enterprise Act (the Act), which came into force on that date:

AND WHEREAS Somerfield plc have made representations requesting an amendment varying the Interim Undertakings in order to add the Birtley Store to the list of acquired stores defined and specified in the Interim Undertakings:

AND WHEREAS the CC pursuant to section 80(9) of the Act has considered those representations:

Now the CC, pursuant to section 80(2) of the Act, agrees to the amendment varying the Interim Undertakings, a copy of which is set out in the Annex attached below, and the Interim Undertakings continue in force accordingly.

Signed by authority of the CC



Christopher Clarke

31 May 2005

INTERIM UNDERTAKINGS

**ACQUISITION BY SOMERFIELD PLC OF CERTAIN RETAIL STORES AND
OTHER BUSINESS ASSETS OF Wm MORRISON SUPERMARKETS PLC**

**UNDERTAKINGS GIVEN BY SOMERFIELD PLC TO THE COMPETITION
COMMISSION PURSUANT TO SECTION 80 OF THE ENTERPRISE ACT 2002**


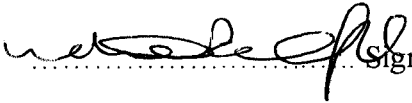
AMENDMENT OF INTERIM UNDERTAKINGS

1. Somerfield hereby agrees that the Interim Undertakings it entered into on 11 May 2005 are varied as follows:
 - 1.1 In paragraph 7 (Interpretation), for the definition of "the Acquired Stores" substitute:

"the Acquired Stores' means the retail stores and other business assets acquired by Somerfield from Morrisons under the Sale and Purchase Agreement and the Birtley store and other business assets acquired by Somerfield from Morrisons under a side letter dated 25 October 2004, but does not include:

 - (a) those retail stores which had been closed down before the date of the reference; and
 - (b) for the purposes of paragraphs 2(b), (c), (d) and (e) only of these undertakings, the two retail stores in Glasgow Knightswood and Kilsyth, unless and until the transfer of ownership of those retail stores to Somerfield is completed under the Sale and Purchase Agreement;"
 - 1.2 The Birtley store is added to the list of acquired stores that are classified as Mid Range Stores in an urban area in Part III of the Appendix to the Interim Undertakings.
2. Save as varied above, the Interim Undertakings continue in full force in accordance with their terms.

FOR AND ON BEHALF OF SOMERFIELD PLC

<p> Signature</p> <p><u>MARTIN OAKES</u> Name</p> <p><u>GROUP LOGISTICS AND SYSTEMS DIRECTOR</u> Title</p> <p><u>25 May 2005</u> Date</p>	<p> Signature</p> <p><u>KATIE BICKSTAFFE</u> Name</p> <p><u>GROUP RETAIL DIRECTOR</u> Title</p> <p><u>25 May 2005</u> Date</p>
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