

**COMPLETED ACQUISITION BY MACQUARIE UK BROADCAST VENTURES LTD
OF NATIONAL GRID WIRELESS GROUP**

**Notice of revised proposal to accept Undertakings pursuant to section 82 of
and Schedule 10 to the Enterprise Act 2002 and public consultation on the
proposed Undertakings**

1. On 8 August 2007, the Office of Fair Trading, in exercise of its duty under section 22 Enterprise Act 2002 (the **Act**), referred the completed acquisition by Macquarie UK Broadcast Ventures Limited (**MUKBV**), a subsidiary of Macquarie UK Broadcast Holdings Limited (**MUKBH**), of National Grid Telecoms Investment Limited, Lattice Telecommunications Asset Development Company Limited and National Grid Wireless No. 2 Limited (together the **National Grid Wireless Group**) to the Competition Commission (**CC**). Macquarie MCG International Limited (**MCG**), Macquarie European Infrastructure Fund II (**MEIF II**) and Macquarie European Infrastructure Fund III (**MEIF III**) (each a **Macquarie Fund**) indirectly have legal ownership of the majority of the shares in MUKBH. Macquarie Capital Funds (Europe) Limited (**MCFEL**) is the manager of MEIF II and MEIF III.
2. The CC published its report entitled *Macquarie UK Broadcast Ventures Limited/ National Grid Wireless Group: Completed Acquisition* on 11 March 2008 (the **Report**). In the Report, the CC concluded that:
 - (a) the acquisition in question had resulted in the creation of a relevant merger situation and that the creation of that situation may be expected to result in a substantial lessening of competition (**SLC**) in relation to the markets for the provision of Managed Transmission Services and Network Access to television broadcasters and certain radio broadcasters within the UK and that the SLC may be expected to result in the adverse effects specified in paragraph 9.2 of the Report;
 - (b) the CC should take action to remedy, mitigate or prevent the SLC and any adverse effects flowing from it and to that end Undertakings should be given to give effect to the CC's decision on remedies specified in the Report.
3. The CC published a notice of proposal to accept Undertakings on 25 June 2008. In light of responses received to that consultation the CC has revised the Undertakings. The revised Undertakings are annexed in Appendix 1 to this Notice, a marked-up version showing changes to the previous proposal is also attached as Appendix 2. A summary of responses received and the reasons for the amendments is attached as Appendix 3 to this Notice.
4. The CC now gives notice of the proposed Undertakings and invites written representations on them. Representations should reach the CC by 18 August 2008 and should be addressed to:

Denis Kelly
Inquiry Coordinator
Macquarie/NGW merger inquiry
Competition Commission
Victoria House
Southampton Row
London WC1B 4AD

Or email: denis.kelly@cc.gsi.gov.uk

5. The CC will have regard to any representations made in response to this notice and may make modification to the draft Undertakings as a result. The CC may publish non-confidential versions of the representations on the CC website. In the absence of any written representations, or in the event that the CC decides on consideration of representations made not to amend the draft Undertakings, the CC proposes to accept the draft Undertakings in their present form pursuant to section 82 of the Act. If the CC considers that any representation necessitates changes to the draft Undertakings, it will give notice of the proposed modifications.
6. These Undertakings may be varied, superseded or released by the CC under section 82(2) of the Act.
7. This Notice and a non-confidential version of the proposed Undertakings will be published on the CC website. The CC has excluded from the non-confidential version of the proposed Undertakings information which it considers should be excluded having regard to the three considerations set out in section 244 of the Act. These omissions are indicated by [X]. The CC will contact all relevant customers separately with confidential versions of the proposed Final Undertakings as appropriate.

(Signed) Diana Guy
Group Chair
6 August 2008