



EUROPEAN COMMISSION
DG Competition

***Case M.8636 - ABELLIO /
MITSUI / EJR / WEST
MIDLANDS PASSENGER
RAIL FRANCHISE***

Only the English text is available and authentic.

**REGULATION (EC) No 139/2004
MERGER PROCEDURE**

Article 6(1)(b) NON-OPPOSITION
Date: 09/11/2017

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PUBLIC VERSION

To the notifying parties:

**Subject: Case M.8636 - ABELLIO / MITSUI / EJR / WEST MIDLANDS PASSENGER RAIL FRANCHISE
Commission decision pursuant to Article 6(1)(b) of Council Regulation (EC) No 139/2004¹ and Article 57 of the Agreement on the European Economic Area²**

Dear Sir or Madam,

1. On 10 October 2017, the European Commission received notification of a proposed concentration pursuant to Article 4 of the Merger Regulation by which Abellio Transport Group Limited (“Abellio”, UK), belonging to NV Nederlandse Spoorwegen (“NS Group”, the Netherlands), Mitsui & Co., Ltd. and Mitsui & Co. Europe Plc (together the “Mitsui Companies”, Japan) and East Japan Railway Company (“EJR”, Japan) acquire within the meaning of Article 3(1)(b) and 3(4) of the Merger Regulation joint control over the whole of the undertaking West Midlands passenger rail franchise (the “Franchise”, UK) through the newly created joint venture West Midlands Trains Limited.³
2. The business activities of the undertakings concerned are:
 - for Abellio: commercial operation of a number of passenger railway concessions or franchise contracts in the UK and Germany.
 - for the Mitsui Companies: trading house engaged in a number of worldwide commodity and other businesses, including the sale, distribution, purchase, marketing and supply of products in business areas such as iron and steel, coal and non-ferrous metals, machinery, electronics, chemicals, energy-related commodities, logistics and investment in infrastructure projects.

¹ OJ L 24, 29.1.2004, p. 1 (the 'Merger Regulation'). With effect from 1 December 2009, the Treaty on the Functioning of the European Union ('TFEU') has introduced certain changes, such as the replacement of 'Community' by 'Union' and 'common market' by 'internal market'. The terminology of the TFEU will be used throughout this decision.

² OJ L 1, 3.1.1994, p. 3 (the 'EEA Agreement').

³ Publication in the Official Journal of the European Union No C 351, 19.10.2017, p. 19.

- for EJR: railway company running of shopping centres, office buildings and hotels in addition to running and operating rail networks.
 - for West Midlands Passenger Rail Franchise: passenger rail services across the West Midlands, as well as trains from London Euston to Crewe and from Liverpool to Birmingham.
3. After examination of the notification, the European Commission has concluded that the notified operation falls within the scope of the Merger Regulation and of paragraph 5(c) of the Commission Notice on a simplified procedure for treatment of certain concentrations under Council Regulation (EC) No 139/2004.⁴
 4. For the reasons set out in the Notice on a simplified procedure, the European Commission has decided not to oppose the notified operation and to declare it compatible with the internal market and with the EEA Agreement. This decision is adopted in application of Article 6(1)(b) of the Merger Regulation and Article 57 of the EEA Agreement.

For the Commission

(signed)
Johannes LAITENBERGER
Director-General

⁴ OJ C 366, 14.12.2013, p. 5.