



Public Competition Assessment

23 March 2016

GPC Asia Pacific Pty Ltd - proposed acquisition of Covs Parts from Automotive Holdings Group Limited

The ACCC's decisions

1. On 17 December 2015, the Australian Competition and Consumer Commission (**ACCC**) decided to oppose the proposed acquisition by GPC Asia Pacific Pty Ltd (**GPC**) of Covs Parts (**Covs**) from Automotive Holdings Group Limited (**AHG**) (**original proposed acquisition**). Subsequently, GPC and AHG submitted to the ACCC for consideration a revised version of the original proposed acquisition (**revised proposed acquisition**) which excluded certain Covs stores.
2. On 18 February 2016, the ACCC decided not to oppose the revised proposed acquisition, subject to an enforceable undertaking.
3. The ACCC decided that the revised proposed acquisition, in conjunction with the undertaking, would be unlikely to contravene section 50 of the *Competition and Consumer Act 2010* (**the Act**).
4. Section 50 prohibits acquisitions that would have the effect, or be likely to have the effect, of substantially lessening competition in any market.
5. Both Covs and GPC supply automotive parts, tools and accessories (**automotive parts**) to trade customers, as well as to mining and industrial customers, in Western Australia. The ACCC considered the competitive effects of the original and revised proposed acquisitions in local markets for the supply of automotive parts to trade customers.
6. When it announced its opposition to the original proposed acquisition in December 2015, the ACCC was concerned about a lessening of competition in certain local markets, as GPC and Covs were each other's closest competitors and there were no other significant competitors in those local markets.
7. The revised proposed acquisition excludes the Covs stores in Albany, Esperance, Karratha and Port Hedland (**retained stores**). The ACCC considered that the revised proposed transaction would mean that those regional towns would continue to have two competing generalist automotive parts suppliers after the transaction. The enforceable undertaking given by AHG requires it to maintain and operate the retained stores in substantially the same manner as they are now operated for a period of at least two years. This includes retaining current staff and ensuring similar levels of stock are maintained.

8. This Public Competition Assessment outlines reasons for the decisions by the ACCC to oppose the original proposed acquisition and not to oppose the revised proposed acquisition.
9. Please note that this and other public competition assessments are subject to the following qualifications:
 - the ACCC considers each transaction on a case-by-case basis and so the analysis and decision outlined in one assessment will not necessarily reflect the ACCC's view of another transaction, even where that other transaction may involve the same or a related market, and
 - as assessments are brief and also do not refer to confidential information provided by the parties or other market participants, assessments do not set out all of the issues and information considered by the ACCC, nor all of the analysis and reasons of the ACCC.

The parties and the transaction

The acquirer: GPC

10. GPC (owned by the US based Genuine Parts Company) is a distributor and retailer of automotive parts in Australia and New Zealand. GPC owns Repco, a generalist automotive parts supplier to trade (i.e. vehicle repair workshops) and retail (i.e. DIY customers maintaining/repairing their own vehicles) customers; and Ashdown-Ingram, a specialist supplier of automotive electrical parts to trade, mining and industrial customers, and other resellers.
11. In Western Australia, GPC operates 37 Repco stores and 8 Ashdown-Ingram branches.
12. Repco does not supply original equipment (OE) parts, which are 'branded' automotive parts manufactured by the car manufacturer or a third party using the car manufacturer's designs. Instead, it focuses on the supply of non-OE or 'aftermarket' parts, which are parts manufactured to match the relevant functional and technical specifications of OE parts but are sold under a different brand name.

The target: Covs

13. AHG acquired Covs from the Coventry Group in 2011. Covs is a generalist reseller of automotive parts and has a 25 branch network in Western Australia which supplies a broad range of automotive parts. Covs is made up of three business streams:
 - supply of automotive hard parts, consumables, tools and workshop equipment primarily to trade customers
 - supply of automotive and other parts (such as safety products, chemicals and cleaning products) to mining and industrial customers, and
 - supply of drivetrain (truck driveline assemblies and components such as gearbox, clutch, drive shafts and hubs).
14. Covs supplies both OE and aftermarket automotive parts, and is currently the exclusive distributor of Ford and Holden OE parts to OE dealers and trade customers in Western Australia. Post-acquisition, AHG will retain the exclusive distribution of Ford and Holden OE parts in Western Australia and will operate

this business within AMCAP, a division of AHG. The AMCAP division provides the warehousing and distribution of automotive parts and accessories to the automotive, commercial and industrial sectors.

The transaction

15. The original proposed acquisition involved GPC acquiring the entire Covs business from AHG, constituting all 25 Covs stores in Western Australia and associated assets. Following the ACCC's decision to oppose the original proposed acquisition, GPC and AHG revised their agreement to exclude the stores in Albany, Esperance, Karratha and Port Hedland.
16. Under the revised proposed acquisition, GPC will acquire the 21 Covs stores listed below:

Greater Metropolitan Perth	Regional WA
Belmont	Bunbury
Bibra Lake	Busselton
Canning Vale	Geraldton
Joondalup	Kalgoorlie
Kelmscott	Mandurah
Malaga	Merredin
Midland	Narrogin
Morley	Northam
Myaree	
Osborne Park	
Rockingham	
Wangara (Wanneroo)	
Welshpool	

Review timeline

17. The following table outlines the ACCC's timeline of key events during this review.

Date	Event
26 August 2015	ACCC commenced review under the Merger Process Guidelines.
7 September 2015	Closing date for submissions from interested parties.
21 September 2015	Former proposed decision date of 8 October delayed to allow receipt of further information from GPC.
28 September 2015	ACCC received further information from GPC. ACCC timeline recommenced.
21 October 2015	ACCC published a Statement of Issues outlining preliminary competition concerns.
5 November 2015	Closing date for submissions relating to Statement of Issues.
17 November 2015	Former proposed decision date of 26 November delayed to allow receipt of further information from AHG.

18 November 2015	ACCC received further information from AHG. ACCC timeline recommenced.
24 November 2015	Former proposed decision date of 3 December delayed to allow the ACCC further time to consider information provided by the parties.
9 December 2015	Former proposed decision date of 10 December delayed to allow the ACCC further time to consider further information provided by the parties.
17 December 2015	ACCC announced it would oppose the original proposed acquisition.
15 January 2016	AHG provided details of the revised proposed acquisition to the ACCC. The ACCC commenced targeted market inquiries.
8 February 2016	AHG provided a draft section 87B undertaking to the ACCC regarding the continued operation of the retained stores.
18 February 2016	ACCC announced it would not oppose the revised proposed acquisition, subject to an enforceable undertaking.

18. The total elapsed time from start to finish of the ACCC's review of the original proposed acquisition was just under 4 months. The net period, that is excluding time taken by the parties to submit further information and documents, was 74 business days.
19. The revised proposed acquisition (including a draft section 87B undertaking) was considered in just over a month, from the receipt of details regarding the proposal.

Market inquiries

20. The ACCC conducted market inquiries with a range of industry participants, including competitors, potential competitors, customers and other interested parties in relation to the original proposed transaction. Targeted market inquiries were undertaken in relation to the revised proposed acquisition.

Industry background

21. In Australia, the majority of automotive parts are sourced from offshore manufacturers or local third party importers, which includes OE manufacturers and aftermarket manufacturers. OE and aftermarket parts are distributed by various suppliers, including:
 - generalist automotive parts suppliers who supply to trade customers or retail customers, or both
 - specialist suppliers (such as Ashdown-Ingram)
 - OE parts suppliers and OE dealers, and

- via direct supply to end users by the manufacturer/importer (including through Capricorn¹).
22. Different types of customers have varying demand characteristics, which influence the distribution models and service offerings of suppliers.

Other industry participants

Burson Auto Parts

23. Burson Auto Parts (**Burson**) is a trade-focused generalist supplier of automotive parts with over 100 stores across Australia. Burson operates 6 stores in greater metropolitan Perth, located in Malaga, Belmont, Osborne Park, Rockingham, Myaree and Bibra Lake. It also owns the retail-focused Autobarn franchisor business and Auto Pro stores across Western Australia (see below).

Veale Auto Parts

24. Veale Auto Parts (**Veale**) is a trade-focused generalist supplier of automotive parts in Western Australia. Veale has 17 stores in Western Australia, with 15 stores in the greater metropolitan Perth region and two stores in regional areas (Bunbury and Mandurah).

Retail-focused suppliers

25. Suppliers in Western Australia with a focus on retail customers include:
- Super Cheap Auto (**SCA**), with 28 stores across Western Australia
 - Autobarn, which operates a franchised business, stocking a range of automotive parts primarily aimed at retail customers; there are 7 stores operating under this brand in Western Australia
 - Auto Pro, which supplies to both trade and retail customers; there are 18 Auto Pro stores operating in Western Australia, including 3 'superstores', and
 - Auto One, an independent, member-owned automotive parts group operating from 5 stores in Western Australia, located in Kalgoorlie, Geraldton, Midland, Kalamunda and Wanneroo. These stores have different business models from one another, depending on the relevant member/owner. For example, Auto One/Mach One (based in Geraldton) supplies both retail and trade customers.

Market definition

26. The relevant markets were considered to be the supply of automotive parts to:
- trade customers in each of the towns of Albany, Bunbury/Busselton, Esperance, Geraldton, Kalgoorlie, Karratha, Mandurah and Port Hedland
 - trade customers in the greater metropolitan Perth region, and

¹ Capricorn offers its trade members an ordering platform that allows customers to order automotive parts from multiple suppliers and receive a single bill. It has over 15,800 members and 2,000 preferred suppliers in Australia. Repco, Covs Parts, Burson and Veale are all Capricorn preferred suppliers.

- mining and industrial customers in each of Albany, Bunbury/Busselton, Esperance, Geraldton, Kalgoorlie, Karratha, Mandurah and Port Hedland.
27. In the Statement of Issues (**SoI**),² the ACCC expressed the preliminary view that there is very minimal overlap between GPC and Covs in the supply of automotive parts to mining and industrial customers in each of Albany, Bunbury/Busselton, Esperance, Geraldton, Kalgoorlie, Karratha, Mandurah and Port Hedland. As this view did not change since the SoI, the ACCC did not consider that this aspect of the proposed acquisition would raise concerns and therefore, the supply of automotive parts to mining and industrial customers is not considered further in this Public Competition Assessment.

Automotive parts to trade customers

Product dimension

28. The ACCC considered that:
- there are likely to be separate markets for the supply of automotive parts to each of trade and retail customers, and
 - the market for the supply of automotive parts to trade customers includes both aftermarket and OE parts, though the constraint imposed on the supply of aftermarket parts by suppliers of OE parts may be limited.

Separate markets for trade and retail customers

29. The focus of the ACCC's competition analysis was on the supply of automotive parts to trade customers. The ACCC considered that there are separate markets for the supply of automotive parts to trade customers and retail customers. Market feedback indicated that trade customers have different demand characteristics to retail customers, due to their business needs.
30. The ACCC also considered supply-side substitutability between suppliers of automotive parts to trade customers and those to retail customers to be low. While there is some overlap, market feedback indicated that switching from one customer segment to another, or adopting a dual customer approach, can be difficult and costly. The ACCC therefore concluded that there are separate markets for the supply of automotive parts to trade customers and to retail customers.

Aftermarket and OE parts

31. The ACCC considered that OE parts and aftermarket parts are functionally substitutable and that, for certain makes and models of vehicles, OE parts can be price competitive with aftermarket parts, particularly where they are supplied by car manufacturers' trade clubs. However, market feedback indicated that OE dealers (who, other than Covs, are the only suppliers of OE parts) typically keep a smaller range of stock on hand than generalist suppliers, such as Covs and Repco. This is particularly an issue in local markets in more isolated regional areas.
32. In light of the above, the ACCC considered it appropriate to include OE parts in the same product market as aftermarket parts. However, the ACCC noted that

² Published on 21 October 2015.

the level of competitive constraint imposed by the supply of OE parts on the supply of aftermarket parts varies according to the relevant make and model of car, and the availability and price of OE parts.

Geographic dimension

33. The ACCC considered the competitive effects of the proposed acquisition in local markets in which GPC and AHG both operate stores supplying automotive parts to trade customers. These markets were:
- the local markets of each of Albany, Esperance, Geraldton, Kalgoorlie, Karratha and Port Hedland
 - the local market for the combined towns of Bunbury and Busselton
 - the local market of Mandurah, recognising that Perth suppliers exercise a greater competitive constraint on the merger parties in Mandurah compared to other local markets (discussed further below), and
 - greater metropolitan Perth.
34. Same-day delivery of automotive parts is an important facet to a trade customer's choice of supplier, such that a supplier's ability to offer this service influences the boundaries of the geographic markets.
35. Market feedback indicated that in regional areas, suppliers in Perth were not considered to be close competitors to local suppliers, as delivery from suppliers in Perth is generally costly and takes longer than acquiring the part locally. For some more expensive or infrequently ordered parts, delivery from Perth is a viable alternative. Nonetheless, the ACCC considered that suppliers in Perth offer only a limited constraint on local suppliers in most of the regional towns.

Mandurah

36. Mandurah is located approximately 65 km from Perth. Market feedback indicated that trade customers in Mandurah can and do order automotive parts from Perth-based suppliers. Further, Perth-based suppliers are able to offer same day delivery to customers in Mandurah due to its geographic proximity to Perth.
37. However, the ACCC did not consider Mandurah to be in the same geographic market as greater metropolitan Perth. Most customers in Mandurah purchase parts locally, only purchasing from suppliers in Perth when the required part is not available locally. The ACCC concluded that Mandurah is a separate local market, although this was not determinative to the competition analysis.

Bunbury/Busselton

38. Bunbury and Busselton are located approximately 50km apart. Market feedback indicated that customers in Busselton perceive suppliers in Bunbury to be substitutable for local suppliers, as these suppliers provide a product and service offering similar to local suppliers. In addition, the relatively close proximity of Bunbury and Busselton makes it possible that suppliers in Bunbury could expand their supply to include delivery to customers in Busselton. In this instance, therefore, the ACCC considered it appropriate to assess the proposed acquisition in the context of a combined Bunbury/Busselton market.

Competition analysis

39. The ACCC considered whether GPC's original proposed acquisition of Covs would have the effect, or be likely to have the effect, of substantially lessening competition in the market for the supply of automotive parts to trade customers in each of the local markets. The ACCC analysed the level of competitive constraint provided by other suppliers post-acquisition and the likelihood of timely entry or expansion by other players. The ACCC examined the potential for a loss of competitive tension to result in higher prices and/or adversely affect the quality of service.

With/without test

40. Section 50 of the Act prohibits mergers or acquisitions that would have the effect, or be likely to have the effect, of substantially lessening competition in a market. In assessing a proposed acquisition pursuant to section 50 of the Act, the ACCC considers the effects of the acquisition by comparing the likely future competitive environment post-acquisition if the acquisition proceeds (the "with" position) to the likely future competitive environment if the acquisition does not proceed (the "without" position) to determine whether the proposed acquisition is likely to substantially lessen competition in any relevant market.
41. The ACCC considered that the likely future without the proposed merger would be the status quo, where AHG would retain the Covs business and continue to compete with GPC in all relevant locations.

Removal of GPC's closest competitor

42. The ACCC considered that GPC and Covs are the two major suppliers of automotive parts to trade customers in each of the relevant local markets. Market feedback indicated that trade customers perceive the parties to be close substitutes for each other in terms of their supply of automotive parts. The ACCC understands that this is due to very few (or in some instances, no) other suppliers offering a similar range of products within the relevant geographic markets at the pricing and service levels required by trade customers.
43. As a result, the ACCC concluded that GPC and Covs were generally each other's closest competitors in each of the local markets. However, the extent to which the proposed acquisition would lessen competition would vary in each local market, depending on the competitive constraint exercised by the remaining existing (and potential new) suppliers in that market (discussed further below).

New entry and expansion in local markets

44. The ACCC's view is that barriers to entry and expansion in some of the local markets are not high, given evidence of new entry and expansion in those local markets, as outlined below. The ACCC considered that larger markets, such as greater metropolitan Perth, Bunbury/Busselton and Mandurah, may be capable of supporting the entry of new suppliers or expansion of existing suppliers. However, new entry and expansion would be significantly more difficult in smaller, more remote markets, given the cost and logistics challenges required to set up these stores. This is compounded by the relatively smaller population in the more isolated regional towns (such as Karratha and Port Hedland), which is

likely to reduce the incentive for existing suppliers to expand or new suppliers to enter those markets.

45. Notwithstanding the challenges involved in entering more remote local markets, the ACCC noted the recent new entry of Autoline, a supplier of automotive parts to trade customers and mining and industrial customers, in Kalgoorlie. The ACCC considered that there is the potential for new entry or expansion in markets similar to Kalgoorlie, where a supplier may be able to support or complement its supply of automotive parts to trade customers by supplying to another customer segment. Similarly, the ACCC noted the continued expansion of Burson in metropolitan Perth, which is likely to offer an alternative for trade customers in Mandurah (due to the relatively close proximity of Mandurah to metropolitan Perth).

Level of constraint provided by other suppliers

46. Suppliers of automotive parts to trade customers include generalist suppliers, specialist suppliers, OE dealers and some retail focused suppliers (who may also supply trade customers to a very limited extent). In this respect, the ACCC noted:
- Burson and Veale are generalist suppliers to trade customers who are present in some of the local markets.
 - OE dealers in general would exercise only a limited competitive constraint on GPC and Covs.
 - The extent to which specialist suppliers compete with the parties depends on the availability and range of specialist suppliers within the local market. The ACCC considered there is limited supply-side substitutability between specialist and generalist suppliers. In addition, trade customers generally purchase a small proportion of automotive parts from specialist resellers or on an ad hoc basis, although this may vary, depending on the focus of a trade customer's workshop.
 - In terms of retail-focused suppliers, although the ACCC considered that there are separate markets for the supply of automotive parts to each of trade and retail customers, the ACCC considered that in some circumstances, retail-focused suppliers apply a limited competitive constraint on trade-focused suppliers. This is because some trade customers purchase automotive parts from retail-focused suppliers. However, predominantly retail-focused suppliers (such as Super Cheap Auto and Auto One) are not generally considered to be substitutes for trade-focused suppliers, due to their significantly different product and service offering. Also, as mentioned above, trade customers tend to purchase parts from retail-focused suppliers only to a very limited extent.
47. The competitive constraint exercised by each type of supplier was considered in the context of each local market, as set out below.

Greater Metropolitan Perth

48. In the Sol, the ACCC expressed the preliminary view that the original proposed acquisition would be unlikely to substantially lessen competition in the supply of automotive parts to trade customers in greater metropolitan Perth due to the presence of sufficiently strong competitive constraints. In greater metropolitan Perth, a range of other options are available for customers, including Burson and

Veale. The ACCC's analysis of this market did not change following the issue of the Sol, so it is not discussed further in this Public Competition Assessment.

Bunbury/Busselton and Mandurah

49. The ACCC considered that existing suppliers of automotive parts in these two markets would sufficiently constrain the combined GPC-Covs. In particular, market feedback indicated that Veale (with branches in Bunbury and Mandurah) is perceived to be a viable alternative to GPC and Covs.³
50. The ACCC therefore concluded that although the proposed acquisition would remove one of GPC's closest competitors in these two markets, it is unlikely that there would be a significant reduction in competitive tension given the competitive constraint exercised by other suppliers of automotive parts in these markets.

Geraldton

51. Market feedback indicated that Mach 1 (also known as Auto One)⁴ is a viable alternative to GPC and Covs, with some customers purchasing a sizeable proportion of their automotive parts from Mach 1. The ACCC noted that some trade customers perceive Mach 1 as having a strong trade offering with product and service features valued by trade customers.
52. The ACCC considered that trade customers may be able to switch to Mach 1 in the event of an increase in price or decrease in service levels by the combined GPC-Covs post acquisition. Although there would be a lessening of competition as a result of the original proposed acquisition, the ACCC did not consider that lessening to be substantial.

Kalgoorlie

53. Further market inquiries since the Sol highlighted the entry by Autoline, a generalist supplier of automotive parts to trade customers and mining and industrial customers, into Kalgoorlie in October 2015. Market inquiries suggested that Autoline has a similar product and service offering to that offered by GPC and Covs.
54. The ACCC therefore considered that trade customers in Kalgoorlie would be able to switch to Autoline. Therefore, similar to the situation in Geraldton, the ACCC considered that there would be a lessening of competition in Kalgoorlie, but that it would not be substantial.

Albany, Esperance, Karratha and Port Hedland

55. In each of these local markets, GPC and Covs are the only generalist automotive parts suppliers with a strong trade offering. Compared to other local markets, there are also significantly fewer alternative automotive parts suppliers (generalist, specialist and OE dealers) that could potentially constrain the

³ The ACCC also understands that Burson opened a store in Rockingham (approximately 33km from Mandurah) in late 2015. At this stage, the degree of competition between this store in Rockingham and suppliers in Mandurah, and the extent to which this store should be considered in the same market, is not clear.

⁴ Mach 1 is an independently-run Auto One franchisee that adopts a dual-pronged approach, supplying parts to retail and trade customers and offering the service features valued by trade customers.

combined GPC-Covs business. Market feedback also confirmed that retail-focused suppliers in these regions were not substitutable for GPC and Covs, with most trade customers indicating that they would not be able to switch to local retail-focused suppliers in the event of a price increase, due to the difference in product range and service levels.

56. In addition, as stated above, suppliers located in Perth only exercise a very limited competitive constraint on GPC and Covs in these markets due to the distance of these markets from Perth.
57. The ACCC was also not aware of any new or existing suppliers seeking to expand into the supply of automotive parts to trade customers in these local markets who could be considered to competitively constrain the combined GPC-Covs in the future.
58. Accordingly, the ACCC considered the original proposed acquisition would result in a highly concentrated market in each of these towns, with only limited competitive constraint on pricing and service levels.

Conclusion: competition analysis – original proposed acquisition

59. As noted above, under the original proposed acquisition, GPC proposed to acquire the entire Covs business, including all of the 25 Covs stores in Western Australia.
60. The ACCC concluded that the original proposed acquisition would have the effect, or be likely to have the effect, of substantially lessening competition in the supply of automotive parts to trade customers in a number of local markets in Western Australia. In particular, the ACCC considered that:
 - the original proposed acquisition would result in GPC acquiring its closest competitor in the supply of automotive parts to trade customers
 - the remaining competitors were not likely to provide a sufficient competitive constraint on the combined GPC-Covs in several local markets, and
 - it is unlikely that there would be timely new entry or expansion in relevant areas sufficient to constrain the combined GPC-Covs post-acquisition.
61. Accordingly, the ACCC opposed the original proposed acquisition on 17 December 2015.

Revised proposed acquisition and section 87B undertaking

62. Following the ACCC's decision to oppose the original proposed acquisition, AHG and GPC sought to address the ACCC's competition concerns by modifying the transaction to exclude the stores in Albany, Esperance, Karratha and Port Hedland. AHG advised that it would retain these stores and operate them through its AMCAP division. AHG also agreed to provide the ACCC with a section 87B undertaking in relation to its continued operation of those stores (**the undertaking**).
63. The ACCC was concerned that if GPC chose to close the Covs stores excluded from the revised proposed acquisition, the effect of the revised proposed

acquisition would be similar to the effect of the original proposed acquisition. The undertaking sought to address that concern.

64. AHG provided the ACCC with details of the revised proposed acquisition on 15 January 2016 and a draft undertaking on 8 February 2016. The ACCC accepted the undertaking on 17 February 2016. The undertaking obliges AHG to operate each of the retained stores as a going concern, in the ordinary course of business, and in substantially the same manner as they were operated at 17 February 2016, for a period of at least two years, including by:
 - maintaining similar stock levels of automotive parts
 - maintaining substantially the same levels of staff
 - offering trade customers substantially the same services and level of service, including in terms of delivery and availability of automotive parts, and
 - continuing to make Ford and Holden original equipment automotive parts available at trade club prices.
65. The undertaking is available on the ACCC public register.
66. The ACCC concluded that GPC's revised proposed acquisition of Cova would be unlikely to have the effect of substantially lessening competition in any market, taking into account the enforceable undertaking accepted by the ACCC.