

**COMPLETED MERGER BETWEEN CLIFFORD KENT HOLDINGS LIMITED
AND DEANS FOOD GROUP LIMITED
THROUGH NOBLE FOODS LIMITED**

Terms of reference

1. Whereas in exercise of its duty under section 22(1) of the Enterprise Act 2002 ("the Act") to make a reference to the Competition Commission ("the CC") in relation to a completed merger the Office of Fair Trading ("the OFT") believes that it is or may be the case that -

(a) a relevant merger situation has been created in that:

(i) Noble Foods Limited ("Noble Foods"), created for the purposes of this merger, has acquired the majority of the shares in Deans Food Group Limited ("Deans") and Clifford Kent Holdings Limited (Clifford Kent) parent company of Stonegate Farmers Limited ("Stonegate") such that enterprises carried on by or under the control of Deans have ceased to be distinct from enterprises carried on by or under the control of Clifford Kent; and

(ii) and as a result the condition specified in section 23(3) of the Act prevails or prevails to a greater extent with respect to the supply in the UK of shell eggs and the supply of processed egg; and

(b) the creation of that situation has resulted in a substantial lessening of competition within any market or markets in the United Kingdom for goods or services including the supply of shell eggs, the supply of shell eggs to retailers and the supply of liquid egg.

2. Now, therefore, the OFT, in exercise of its duty under section 22(1) of the Act, hereby refers to the CC, for investigation and report within a period ending on 27 February 2007, the following questions in accordance with section 35 of the Act-

(a) whether a relevant merger situation has been created; and

(b) if so, whether the creation of that situation has resulted or may be expected to result in a substantial lessening of competition within any market or markets in the United Kingdom.

3. In relation to the question whether a relevant merger situation has been created, the CC shall exclude from consideration one of the subsections (1) and (2) of section 23 of the Act if they find that the other is satisfied.



Vincent Smith
Senior Director Competition
Office of Fair Trading