

**REFERENCE RELATING TO THE ACQUISITION
BY HJ HEINZ COMPANY AND HJ HEINZ COMPANY LIMITED OF HP FOODS
LIMITED, HP FOODS HOLDINGS LIMITED AND HP FOODS INTERNATIONAL
LIMITED**

**Notice of provisional findings made under Rule 10.3
of the Competition Commission Rules of Procedure**

1. On 26 October 2005, the Office of Fair Trading, in exercise of its duty under section 22 of the Enterprise Act 2002 (the Act) and its power under section 35(6) of the Act, referred to the Competition Commission (CC) the completed acquisition by HJ Heinz Company and HJ Heinz Company Limited (Heinz) of HP Foods Limited, HP Foods Holdings Limited and HP Foods International Limited for investigation and report within a period ending on 11 April 2006.

Provisional findings

2. The CC inquiry group (the Group) appointed to consider this reference has made the following provisional findings on the statutory questions it has to decide pursuant to section 35(1) of the Act:
 - (a) a relevant merger situation has been created; and
 - (b) the creation of that situation has not resulted, nor may be expected to result, in a substantial lessening of competition within the markets for the supply of each of ketchup, brown sauce, barbecue sauce, tinned baked beans and tinned pasta products to retail and food service customers in the UK.
3. The Group's reasons are set out in full in the provisional findings report, which is attached to this notice, and are summarized in the executive summary of the provisional findings report (see note below).

The next steps

4. Heinz and other interested parties are now invited to provide the Group with their reasons in writing as to why these provisional findings should not become final (or, as the case may be, should be varied).
5. These reasons should be received by the Group no later than 15 March 2006.
6. The Group will have regard to any such reasons in making their final decisions on the statutory questions and actions.

Robert Turgoose
Group Chairman
21 February 2006

Note: A copy of this notice and the summary of the provisional findings report will be placed on the CC website on 22 February 2006. The CC proposes to publish the provisional findings report on its website by 22 February 2006. The published version of the provisional findings report will not contain any information which the Group consider should be excluded from the report, having regard to the three considerations set out in section 244 of the Act.