

COMPLETED MERGER BETWEEN STONEGATE FARMERS LIMITED AND DEANS FOOD GROUP LIMITED

Consent to Noble Foods, Clifford Kent, Stonegate, Deans, Mr Peter Dean and Mr Michael Kent for certain action

On 13 September 2006, the Office of Fair Trading made the reference to the Competition Commission (the CC) under section 22 of the Enterprise Act 2002 (the Act) concerning the completed merger between Stonegate Farmers Limited and Deans Food Group Limited through Noble Foods Limited;

And the reference has not been finally determined in accordance with section 79(1) of the Act;

And on 20 November 2006, the CC accepted Interim Undertakings from Noble Foods, Clifford Kent, Stonegate, Deans, Mr Peter Dean and Mr Michael Kent pursuant to section 80 of the Act, for the purpose of ensuring that no action is taken pending the determination of the reference which might prejudice that reference or impede the taking of any action by the CC under Part 3 of the Act (the Undertakings);

And the Undertakings are still in force;

Now therefore, in accordance with and without prejudice to the generality of paragraphs 1 and 2 of the Undertakings, the CC hereby gives the following consents;

Deans

Changes to operations

Deans may undertake the following changes to its operations:

- Oakham Farm & Food Factory, Retford Road, Walesby, Newark, Notts will converted to a 'farm grading' operation, ie the weighing and packing, on farms of eggs;
- Cotswold Farm & Food Factory, Standlake, Witney, Oxon will convert to a 'farm grading' operation; and
- Gubblecote Factory, Lukes Lane, Gubblecote, Tring, Herts will cease to operate as a packing centre.

Sale of land/assets

Deans may market the following properties provided that the CC is informed in each case when an agreement has been reached for sale and before exchange on the basis that each of these properties was unused at the time of the merger/the date the reference was made:

[X]

Deans may exchange contracts and proceed to sell the following property to [X] on the basis that this property was unused at the time of the merger/the date the reference was made:

- Farm at Kirkby Lane, Woodhall Spa, Lincs.

Stonegate

Sale of land/assets

Stonegate may exchange contracts and proceed to sell the following land to Mr Stephen Alford on the basis that this land was unused by the Stonegate business (other than being tenanted) and there are no significant buildings on the land at the time of the merger:

- 100 acres of agricultural land relating to Trenouth Farm, St Ervan, Wadebridge, Cornwall.

Stonegate may market the following properties provided that the CC is informed in each case when an agreement has been reached for sale and before exchange on the basis that each of these properties was unused at the time of the merger:

- Unused farm at Canterbury: Thorn Farm, Stone Street, Stelling Minnis, Canterbury, Kent;
- Unused farm at Brighton: Whiteoaks Farm, Reeds Lane, Sayers Common, Hassoks, Sussex.

Noble, Stonegate, Deans

Joint forecasting and certain joint operations up until 15 January

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