

**COMPLETED MERGER BETWEEN STONEGATE FARMERS LIMITED AND
DEANS FOOD GROUP LIMITED THROUGH NOBLE FOODS LIMITED**

**DIRECTIONS ISSUED PURSUANT TO PARAGRAPH 12 OF THE
UNDERTAKINGS GIVEN BY NOBLE FOODS, CLIFFORD KENT,
STONEGATE, DEANS, MR PETER DEAN AND MR MICHAEL KENT
TO THE COMPETITION COMMISSION ON 20 NOVEMBER 2006**

In these directions references to 'the Undertakings' are references to the undertakings given to the Competition Commission (CC) on 20 November 2006. Terms and expressions defined in the Undertakings shall have the same meaning in these directions, save as the context otherwise requires:

20 November Directions shall mean the Directions made by the CC on 20 November 2006 relating to the appointment by Noble Foods, Stonegate and Deans of a Monitoring Trustee; and

Directions shall mean these directions, as amended from time to time.

On 13 September 2006, the OFT made the reference to the CC under section 22 of the Act concerning the completed merger between Stonegate and Deans through Noble Foods.

On 14 September 2006 under section 80(3) of the Act the CC adopted the OFT Undertakings.

The CC accepted revised Undertakings given by Noble Foods, Clifford Kent, Stonegate, Deans, Mr Peter Dean and Mr Michael Kent on 20 November 2006 under section 80(2) of the Act and the OFT Undertakings ceased to be in force.

Paragraph 1(c) of the Undertakings contained an obligation on Noble Foods, Clifford Kent, Stonegate, Deans, Mr Peter Dean and Mr Michael Kent not to take action which might otherwise impair the ability of each of the Stonegate business and the Deans business to compete independently in any of the markets affected by the merger; paragraph 1(d) of the Undertakings contained an obligation on Noble Foods, Clifford Kent, Stonegate, Deans, Mr Peter Dean and Mr Michael Kent not to take action that might prejudice the reference concerned or impede the taking of any action under the Act by the CC or any other party which may be justified by the CC's decisions on the reference.

Paragraph 2(b) of the Undertakings contained an obligation on Noble Foods, Clifford Kent, Stonegate, Deans, Mr Peter Dean and Mr Michael Kent to procure to the extent within their control that the Stonegate business and the Deans business are both maintained as separate going concerns and sufficient resources are made available for the continuing development of the Stonegate business and the Deans business.

The CC published its final report on 20 April 2007 under section 38 of the Act and has decided that there is an anti-competitive outcome (within the meaning given by section 35(2)(a) of the Act) and has decided that action should be taken by it under section 41(2) of the Act.

The CC wishes to ensure that no action is taken pending final determination of the reference which might impede the taking of the action by the CC under Part 3 of the Act to address the SLC and adverse effects as identified in its final report.

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

For the purpose of preventing pre-emptive action (within the meaning of section 80(10) of the Act) by Noble Foods, Clifford Kent, Stonegate, Deans, Mr Peter Dean and Mr Michael Kent pursuant to paragraph 1 of the Undertakings and for the purpose of maintaining the Stonegate business and the Deans business as separate going concerns with sufficient resources for the continuing development of both businesses, the CC issues the following direction under paragraph 12 of the Undertakings:

- [✂]
- [✂]

The CC may issue such further directions as it considers necessary to ensure compliance with the Undertakings.

.....*Barbara Mills*.....

BARBARA MILLS
Group Chair
24 May 2007