

**REFERENCE RELATING TO THE COMPLETED MERGER BETWEEN DEANS  
FOOD GROUP LIMITED AND CLIFFORD KENT HOLDINGS LIMITED  
THROUGH NOBLE FOODS LIMITED**

**Notice of acceptance of final undertakings pursuant to section 82 of and  
Schedule 10 to the Enterprise Act 2002**

1. On 13 September 2006 the Office of Fair Trading (the OFT) referred the completed merger between Deans Food Group Limited (Deans) and Clifford Kent Holdings Limited (Clifford Kent) (parent company of Stonegate Farmers Limited (Stonegate)) through Noble Foods Limited (Noble) (the merger) to the Competition Commission (CC) for investigation and report under section 22 of the Enterprise Act 2002 (the Act).
2. In its report, *Clifford Kent Holdings Limited and Deans Food Group Limited: a report on the completed merger of Clifford Kent Holdings Limited, parent company of Stonegate Farmers Limited and Deans Food Group Limited*, dated 20 April 2007 (the report), the CC concluded that:
  - (a) The merger between Deans and Stonegate was the creation of a relevant merger situation.
  - (b) The creation of that relevant merger situation may be expected to result in a substantial lessening of competition within the market(s) for the supply of cage and barn eggs, of free-range eggs and of organic shell eggs to retailers in Great Britain and in the procurement of shell eggs from producers (the SLC). This may in turn be expected to result in the adverse effects of producers receiving less favourable terms (including price), the reduction in the quantity of eggs produced, higher prices being faced by retailers and ultimately by the final consumers of shell eggs (the adverse effects).
  - (c) The CC should take action to remedy the SLC and the adverse effects flowing from it.
  - (d) Undertakings should be required to be given to the CC by Noble on behalf of itself and its subsidiaries, Mr Peter Dean and Mr Michael Kent to give effect to the remedies identified by the CC in paragraphs 8.41 to 8.44, 8.50, 8.77 and 8.78 of the report.
3. On 28 August 2007, the CC gave notice of its proposal to accept final undertakings from Noble, Deans, Clifford Kent, Stonegate, Mr Michael Kent and Mr Peter Dean (together the parties) and provided an opportunity for representations to be made in relation to the undertakings. Following consideration of the representations received, the CC decided to accept the undertakings in the same form as were consulted upon.
4. On 8 October 2007, the parties gave the undertakings to the CC.

5. The CC, under section 82 of the Act, accepts the undertakings, a copy of which is set out in the attached annex. The reference has now been finally determined and the undertakings come into force accordingly.

*(signed)* BARBARA MILLS  
*Chairman, Stonegate/Deans Inquiry Group*  
Competition Commission  
8 October 2007

*Note:* The CC has excluded from the Undertakings information which it considers should be excluded having regard to the three considerations set out in section 244 of the Act. These omissions are indicated by [X]