

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

IN RE DEL MONTE FOODS COMPANY SHAREHOLDER LITIGATION

Consolidated C.A. No. 6027-VCL

For Official Use Only



**PROOF OF CLAIM**

Please complete the Proof of Claim form below if you were a record holder or beneficial owner of Del Monte Foods Company (“Del Monte”) common stock at any time between and including November 25, 2010 and March 8, 2011 (regardless of the date of purchase of Del Monte common stock), or acted for or on behalf of, or claiming under, any of them, and each of them, **except** for those persons and entities excluded from the Settlement Class.

Excluded persons and entities include Del Monte and its successor Del Monte Corporation, Richard G. Wolford (“Wolford”), Victor L. Lund (“Lund”), Joe L. Morgan (“Morgan”), David R. Williams (“Williams”), Timothy G. Bruer (“Bruer”), Mary R. Henderson (“Henderson”), Sharon L. McCollam (“McCollam”), Samuel H. Armacost (“Armacost”), Terence D. Martin (“Martin”); Barclays Capital Inc. (“Barclays”); Blue Acquisition Group, Inc., Kohlberg Kravis Roberts & Co. L.P. (“KKR”), Vestar Capital Partners (“Vestar”), Centerview Capital, L.P. (named in the above-captioned action as Centerview Partners (“Centerview”) (collectively the “Sponsors”), and Blue Merger Sub Inc.; the Immediate Family members of the Defendants Wolford, Lund, Morgan, Williams, Bruer, Henderson, McCollam, Armacost, or Martin; the parents, subsidiaries and affiliates of the Sponsors, Barclays, and Del Monte, and each of their current or former directors, executive officers, partners and members; any person, firm, trust, corporation or other entity in which any Defendant has, or had during the Settlement Class Period, a controlling interest; and the legal representatives, heirs, executors, administrators, predecessors, successors, predecessors-in-interest, successors-in-interest and assigns of any such excluded party.

This Proof of Claim form must contain the name, address, and taxpayer identification number of the beneficial owner(s). The taxpayer identification number (TIN), consisting of a valid Social Security number (SSN) for individuals or employer identification number (EIN) for business entities, trusts, estates, etc., and telephone number of the beneficial owner(s) may be used in verifying this claim; this information is required.

You must also provide the quantity of shares and the stock certificate numbers (if shares were held in certificate form; if shares were held through a brokerage account certificate, numbers would not be needed). You must sign the Proof of Claim form in the space provided in order to make a valid claim. Please also provide your brokerage statement for March 2011 or a letter from your bank, broker, or other nominee indicating the quantity of shares held as of March 8, 2011, if you did not hold shares in certificate form. If you held shares in certificate form, please provide confirmation from the transfer agent of surrender.

Proof of Claim forms **must be postmarked no later than February 1, 2012**, and mailed to:

DEL MONTE FOODS COMPANY SHAREHOLDER LITIGATION  
PAYING AGENT  
c/o A.B. DATA, LTD.  
PO BOX 170500  
MILWAUKEE, WI 53217-8091

**REMINDER CHECKLIST**

1. Please sign the release and certification below. If this Proof of Claim form is being submitted on behalf of joint claimants, then both must sign.
2. Remember to attach only copies of acceptable supporting documentation.
3. Please do not highlight any portion of the Proof of Claim form or any supporting documents.
4. Do not send original stock certificates or documentation. These items cannot be returned to you by the Paying Agent.
5. Keep copies of the completed Proof of Claim form and documentation for your own records.
6. You will not receive confirmation of receipt of your Proof of Claim; if confirmation is desired, please send your Proof of Claim Certified Mail, Return Receipt requested.
7. If your address changes in the future, or if this Proof of Claim was sent to an old or incorrect address, please send the Paying Agent written notification of your new address. If you change your name, please inform the Paying Agent.
8. If you have any questions or concerns regarding your Proof of Claim form, please contact the Paying Agent at the above address or call 800-332-7417 or visit [abdataclassaction.com/cases.aspx](http://abdataclassaction.com/cases.aspx).

**PART I—CLAIMANT INFORMATION**

Last Name (Claimant)			First Name (Claimant)		
Last Name (Beneficial Owner If Different From Claimant)			First Name (Beneficial Owner)		
Last Name (Co-Beneficial Owner)			First Name (Co-Beneficial Owner)		
Company/Other Entity (If Claimant Is Not an Individual)			Contact Person (If Claimant Is Not an Individual)		
Record Owner's Name (If Different From Beneficial Owner Listed Above, e.g., Trust, Nominee, Other, etc.)					
Account Number (If Claimant Is Not an Individual)			Trust/Other Date (If Applicable)		
Address Line 1					
Address Line 2 (If Applicable)					
City		State	Zip Code		
Foreign Province		Foreign Zip Code	Foreign Country		
<input type="checkbox"/> <b>Check Here to Use Alternate Address for Distribution (Optional)</b>					
Distribution Address Line 1					
Distribution Address Line 2 (If Applicable)					
City		State	Zip Code		
Foreign Province		Foreign Zip Code	Foreign Country		
Telephone Number (Day) (       )       -			Telephone Number (Night) (       )       -		
Beneficial Owner's Employer Identification Number or Social Security Number -       -					
Email Address [An email address is not required, but if you provide it, you authorize the Paying Agent to use it in providing you with information relevant to this claim.]					

IDENTITY OF CLAIMANT (check only one):  Individual  Corporation  Joint Owners  Estate  Trust  Partnership  Private Pension Fund  Legal Representative  IRA, Keogh, or other type of individual retirement plan (indicate type of plan, mailing address, and name of current custodian on separate sheet)  Other (specify, describe on separate sheet)

**PART II—HOLDINGS ON MARCH 8, 2011**

**HOLDINGS ON MARCH 8, 2011:**

State the number of shares of Del Monte common stock surrendered pursuant to the merger on March 8, 2011. Documentation includes brokerage statements from March 2011 or proof of stock certificate surrender (see below for more details if your shares were held in certificate form).


Proof enclosed  
 Y  N

**STOCK CERTIFICATE NUMBERS (If applicable)**

List below the stock certificate numbers for all Del Monte common stock surrendered pursuant to the merger on March 8, 2011, for all shares NOT HELD IN A BROKERAGE ACCOUNT. Be sure to attach documentation of surrender such as a letter accompanying a payment for surrendered shares from the transfer agent or your broker.

Proof of surrender enclosed?  
 Y  N

**CERTIFICATE 1:**

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**CERTIFICATE 2:**

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**CERTIFICATE 3:**

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**CERTIFICATE 4:**

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**CERTIFICATE 5:**

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**IF YOU REQUIRE ADDITIONAL SPACE, ATTACH EXTRA SCHEDULES IN THE SAME FORMAT AS ABOVE. PRINT THE BENEFICIAL OWNER'S FULL NAME AND TAXPAYER IDENTIFICATION NUMBER ON EACH ADDITIONAL PAGE.**

**YOU MUST SIGN THE PROOF OF CLAIM ON PAGE 4.**

**PART III—RELEASE AND CERTIFICATION**

On behalf of myself (ourselves) or the beneficial owner, I (we) am (are) authorized to file this Proof of Claim, and on behalf of each of my (our, his, her, its) heirs, agents, executors, trustees, administrators, predecessors, successors, and assigns, I (we, he, she, it) hereby acknowledge that as of the Effective Date, I (we, he, she, it) shall (i) be deemed to have fully, finally, and forever waived, released, discharged, and dismissed each and every one of the Released Plaintiffs' Claims (as defined in the Notice), as against each and every one of the Released Defendant Parties; (ii) forever be barred and enjoined from commencing, instituting, prosecuting, or maintaining any of the Released Plaintiffs' Claims against any of the Released Defendant Parties; and (iii) be deemed to have covenanted not to sue any Released Defendant Party on the basis of any Released Plaintiffs' Claim or, unless compelled by operation of law, to assist any person in commencing or maintaining any suit relating to any Released Plaintiffs' Claim against any Released Defendant Party.

- By checking this box, I certify that I (we) am (are), or if I am filing on behalf of another, that party is, not an excluded party under the terms of the Stipulation. Excluded parties include Del Monte, Wolford, Lund, Morgan, Williams, Bruer, Henderson, McCollam, Armacost, Martin, Barclays; Blue Acquisition Group, Inc., KKR, Vestar, Centerview, and Blue Merger Sub Inc.; the Immediate Family members of the Defendants Wolford, Lund, Morgan, Williams, Bruer, Henderson, McCollam, Armacost, or Martin; the parents, subsidiaries and affiliates of the Sponsors, Barclays, and Del Monte, and each of their current or former directors, executive officers, partners and members; any person, firm, trust, corporation or other entity in which any Defendant has, or had during the Settlement Class Period, a controlling interest; and the legal representatives, heirs, executors, administrators, predecessors, successors, predecessors-in-interest, successors-in-interest and assigns of any such excluded party.

By signing and submitting this Proof of Claim, the claimant(s) or the person(s) who represent(s) the claimant(s) certifies (certify) as follows:

1. that I (we) have read the Notice and the Proof of Claim, including the releases provided for in the settlement;
2. that the claimant(s) is (are) a class member(s), as defined in the Notice, and is (are) not excluded from the class;
3. that the claimant(s) owns(ed) the Del Monte common stock identified in the Proof of Claim and has (have) not assigned the claim against the Released Defendant Parties to another, or that, in signing and submitting this Proof of Claim, the claimant(s) has (have) the authority to act on behalf of the owner(s) thereof;
4. that the claimant(s) has (have) not submitted any other claim covering the same purchases, acquisitions, sales, or holdings of Del Monte common stock and knows (know) of no other person having done so on his/her/its/their behalf;
5. that the claimant(s) submits (submit) to the jurisdiction of the Court with respect to his/her/its/their claim and for purposes of enforcing the releases set forth herein;
6. that I (we) agree to furnish such additional information with respect to this Proof of Claim as the Paying Agent or the Court may require;
7. that I (we) acknowledge that the claimant(s) will be bound by and subject to the terms of the Stipulation and Agreement of Compromise and Settlement and any judgment that may be entered in the litigation, including the releases and covenants set forth herein; and
8. that I (we) certify that I am (we are) not subject to backup withholding under the provisions of Section 3406(a)(1)(c) of the Internal Revenue Code.

NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, please strike the language that you are not subject to backup withholding in the certification above. The Internal Revenue Service does not require your consent to any provision other than the certification required to avoid backup withholding.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS FORM IS TRUE, CORRECT, AND COMPLETE AND THAT THE DOCUMENTS SUBMITTED HEREWITH ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

_____ Signature of Claimant	_____ Date	_____ Print Name of Claimant
_____ Signature of Joint Claimant (if any)	_____ Date	_____ Print Name of Joint Claimant

\_\_\_\_\_  
Capacity of Person(s) Signing, e.g., beneficial owner(s), executor, administrator, trustee, etc.

**THIS PROOF OF CLAIM MUST BE MAILED TO THE PAYING AGENT POSTMARKED BY FEBRUARY 1, 2012.**