UNITED STATES BANKRUPTCY COURT **DISTRICT OF NEW JERSEY**	
Caption in Compliance with D.N.J. LBR 9004-1(b) John W. Weiss David E. Sklar **PASHMAN STEIN WALDER HAYDEN, P.C.** 21 Main Street, Suite 200 Hackensack, New Jersey 07601 Telephone: (201) 270-5477 Email: jweiss@pashmanstein.com dsklar@pashmanstein.com -and- Allan S. Brilliant (admitted *pro hac vice*) Stephen M. Wolpert (admitted *pro hac vice*) **DECHERT LLP** 1095 Avenue of the Americas New York, New York 10036-6797 allan.brilliant@dechert.com stephen.wolpert@dechert.com Tel: (212) 698-3500 *Attorneys for the Ad Hoc Group of Minority Secured Lenders*	Chapter 11 Case Number: 25-16984 (MBK) Jointly Administered
In Re: Del Monte Foods Corporation II, Inc., *et al.*, Debtors.[1]	**Re D.I. 840** Hearing Date: Time and Date to be set by the Court in accordance with the Order Shortening Time Objection Deadline: Time and Date to be set by the Court in accordance with the Order Shortening Time

NOTICE OF MOTION OF THE AD HOC GROUP OF MINORITY SECURED LENDERS FOR ENTRY OF AN ORDER ADDING THE AD HOC GROUP OF MINORITY SECURED LENDERS AS AN ADDITIONAL MEDIATION PARTY TO THE PROPOSED MEDIATION

[1] The last four digits of Debtor Del Monte Foods Corporation II Inc.'s tax identification number are 1894. A complete list of the Debtors in these Chapter 11 Cases and their respective tax identification numbers may be obtained on the website of the Debtors' proposed claims and noticing agent, at https://cases.stretto.com/DelMonteFoods. The location of the Debtor Del Monte Foods Corporation II Inc.'s principal place of business and the Debtors' service address is 205 North Wiget Lane, Walnut Creek, California 94598.

PLEASE TAKE NOTICE, that the Ad Hoc Group of Minority Secured Lenders (the "Minority Ad Hoc Group"),[2] by and through its undersigned counsel, hereby submits the attached *Motion of the Ad Hoc Group of Minority Secured Lenders for Entry of an Order Adding the Ad Hoc Group of Minority Secured Lenders as an Additional Mediation Party to the Proposed Mediation* (the "Motion").

PLEASE TAKE FURTHER NOTICE that concurrently with the filing of the Motion, the Minority Ad Hoc Group will be filing the *Application for Order Shortening Time for Notice of the Motion of the Ad Hoc Group of Minority Secured Lenders for Entry of an Order Adding the Ad Hoc Group of Minority Secured Lenders as an Additional Mediation Party to the Proposed Mediation*.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall: (i) be in writing; (ii) state with particularity the basis of the objection; and (iii) be filed with the Clerk of the United States Bankruptcy Court in accordance with D.N.J. LBR 9013-1. If you do not want the Court to enter an order granting the relief requested in the Motion, or if you want the Court to consider your views on an objection, then you or your attorney must file with the Court a written request for a hearing or response or answer explaining your position **on or before the objection deadline to be set by the Court in connection with the order on the Motion for Shortened Time**. You must also mail a copy of the objection to:

[2] The members of the Minority Ad Hoc Group (the "Members") are listed in the *Verified Statement of the Ad Hoc Group of Minority Secured Lenders, Pursuant to Bankruptcy Rule 2019* [Docket No. 295] (the "Rule 2019 Statement") The Members are lenders under the Debtors' prepetition Credit Agreement dated as of August 2, 2024 (as amended, restated, supplemented, or otherwise modified prior to the date hereof, the "Super-Senior Credit Facility").

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PLEASE TAKE FURTHER NOTICE you must attend the hearing scheduled to be held on **the date and time established in the order on the Motion for Shortened Time** before the Honorable Chief Judge Michael B. Kaplan, 402 East State Street, Trenton, New Jersey 08608, Courtroom #8 via Zoom. If you do not take these steps, the Court may decide that you do not oppose the relief sought in the Motion and may enter an order granting the Motion.

PASHMAN STEIN WALDER HAYDEN, P.C.

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Caption in Compliance with D.N.J. LBR 9004-1(b) John W. Weiss David E. Sklar **PASHMAN STEIN WALDER HAYDEN, P.C.** 21 Main Street, Suite 200 Hackensack, New Jersey 07601 Telephone: (201) 270-5477 Email: jweiss@pashmanstein.com dsklar@pashmanstein.com -and- Allan S. Brilliant (admitted *pro hac vice*) Stephen M. Wolpert (admitted *pro hac vice*) **DECHERT LLP** 1095 Avenue of the Americas New York, New York 10036-6797 allan.brilliant@dechert.com stephen.wolpert@dechert.com Tel: (212) 698-3500 *Attorneys for the Ad Hoc Group of Minority Secured Lenders*	Chapter 11 Case Number: 25-16984 (MBK) Jointly Administered
In Re: Del Monte Foods Corporation II, Inc., *et al.*, Debtors.[1]	**Re D.I. 840** **Hearing Date:** Time and Date to be set by the Court in accordance with the Order Shortening Time **Objection Deadline:** Time and Date to be set by the Court in accordance with the Order Shortening Time

MOTION OF THE AD HOC GROUP OF MINORITY SECURED LENDERS FOR ENTRY OF AN ORDER ADDING THE AD HOC GROUP OF MINORITY SECURED LENDERS AS AN ADDITIONAL MEDIATION PARTY TO THE PROPOSED MEDIATION

[1] The last four digits of Debtor Del Monte Foods Corporation II Inc.'s tax identification number are 1894. A complete list of the Debtors in these Chapter 11 Cases and their respective tax identification numbers may be obtained on the website of the Debtors' proposed claims and noticing agent, at https://cases.stretto.com/DelMonteFoods. The location of the Debtor Del Monte Foods Corporation II Inc.'s principal place of business and the Debtors' service address is 205 North Wiget Lane, Walnut Creek, California 94598.

The Ad Hoc Group of Minority Secured Lenders (the "Minority Ad Hoc Group"),[2] by and through its undersigned counsel, hereby submits the above-captioned motion (the "Motion") for entry of an order designating the Minority Ad Hoc Group as an "Additional Mediation Party" in the "Mediation" under the proposed *Stipulation and Agreed Order (I) Appointing the Hon. Christine M. Gravelle, Chief Judge, as Mediator for the Mediation Topics, (II) Referring Such Matters to Mediation, (III) Directing the Mediation Parties to Participate in the Mediation, and (IV) Granting Related Relief* [Docket No. 840-1] (the "Proposed Mediation Order")[3] and in support thereof, respectfully state as follows:

PRELIMINARY STATEMENT

1. In order for the Debtors to succeed in their stated intention of conducting a "global mediation process to advance and resolve various issues related to these Chapter 11 Cases," the Minority Ad Hoc Group's participation is essential.[4] The Minority Ad Hoc Group, whose members hold, in the aggregate, approximately $161.36 million, or 16.15%, of the principal amount outstanding under the Debtors' Super-Senior Credit Facility[5] as of the Petition Date (*see* Rule 2019 Statement, Ex. 1), is one of the largest creditor constituencies in these Chapter 11 Cases, and potentially one of the largest unsecured creditor constituencies. The resolution of the issues

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2 The members of the Minority Ad Hoc Group (the "Members") are listed in the *Verified Statement of the Ad Hoc Group of Minority Secured Lenders, Pursuant to Bankruptcy Rule 2019* [Docket No. 295] (the "Rule 2019 Statement"). The Members are lenders under the Debtors' prepetition Credit Agreement dated as of August 2, 2024 (as amended, restated, supplemented, or otherwise modified prior to the date hereof, the "Super-Senior Credit Facility").

3 The Proposed Mediation Order was filed as Exhibit 1 to the *Debtors' Application in Lieu of Motion in Support of Entry of Stipulation and Agreed Order (I) Appointing the Hon. Christine M. Gravelle, Chief Judge, as Mediator for the Mediation Topics, (II) Referring Such Matters to Mediation, (III) Directing the Mediation Parties to Participate in the Mediation, and (IV) Granting Related Relief* [Docket No. 840] (the "Application").

4 *See* Application ¶ 2.

5 Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Proposed Mediation order or the *Declaration of Jonathan Goulding, as Chief Restructuring Officer, in Support of Debtors' Chapter 11 Petitions and First Day Motions* [Docket No. 19] (the "Goulding Decl.").

to be addressed in the Mediation will materially impact the distributions to the members of the Minority Ad Hoc Group. The Minority Ad Hoc Group has played an active role in the case since it was filed, and is prepared to invest the time and effort necessary to constructively participate in the Mediation.

2. The Proposed Mediation Order contemplates that additional parties such as the Minority Ad Hoc Group can be added to the Mediation. Given the importance to the Minority Ad Hoc Group of the issues to be mediated, it should be permitted to have a seat at the table to provide real time input to ensure that any resolution is fair and can be efficiently implemented. Thus, the Minority Ad Hoc Group hereby requests that the Court enter an order directing the Minority Ad Hoc Group's participation in the Mediation as an "Additional Mediation Party" under the Proposed Mediation Order.

BACKGROUND

3. The members of the Minority Ad Hoc Group hold, in the aggregate, claims in the amount of approximately $161.36 million. Since the commencement of these cases, the Minority Ad Hoc Group has been an active participant. The Minority Ad Hoc Group constructively negotiated with the Debtors modifications to the Bidding Procedures and DIP Order to protect the interests of the Minority Ad Hoc Group, including extending and streamlining the Sale Process in order to increase the likelihood of a successful Sale Process.

4. On December 3, 2025, the Debtors filed the Application and Proposed Mediation Order to "seek Court approval to commence a global mediation process to advance and resolve various issues" in the Chapter 11 Cases. The Proposed Mediation Order names four Mediation Parties: (a) the Debtors, (b) the Ad Hoc Term Lender Group, (c) DMPL, and (d) the Committee. The Mediation Topics include resolving claims subject to any Challenge, any estate claims or

causes of action subject to investigation by the Debtors' Special Investigation Committee and/or the Committee, and the resolution of any of any related issues through the Sale Process or a plan of reorganization, including the "allocation or distribution of sale proceeds to creditor constituencies" (the "Mediation Issues"). Proposed Mediation Order ¶ 3. The order allows other parties to participate in the Mediation as "Additional Mediation Parties" if they are either (i) permitted to participate by consent of the mediator and unanimous consent of each Mediation Party, or (ii) allowed to participate by further order of the Court. *Id.* ¶ 6.

5. The Minority Ad Hoc Group asked the Debtors both prior to and after the filing of the Application to be included in the Mediation—each of these requests has been denied. *See* Email from Megan Wasson on November 26, 2025 ("we are not inclined to add the Minority Ad Hoc Group as a mediation party") (attached to the Declaration of Stephen M. Wolpert in support of the Motion (the "Wolpert Declaration") as **Exhibit A**); Email from Megan Wasson on December 5, 2025 (". . . the Debtors, the Ad Hoc Group and the Committee do not consent to the Minority Ad Hoc Group becoming an Additional Mediation Party at this juncture") (attached to the Wolpert Declaration as **Exhibit B**). These denials have included no justification for omitting the Minority Ad Hoc Group from this "global mediation process."

6. Because the Mediation Parties have not consented to the Minority Ad Hoc Group's participation in the Mediation as an Additional Mediation Party, the Minority Ad Hoc Group has no choice but to seek an order of the Court to designate the Minority Ad Hoc Group as such.

7. As of filing the Motion, the Proposed Mediation Order has not been entered by the Court.

ARGUMENT

8. As one of the largest creditor constituencies, the Minority Ad Hoc Group has a significant interest in the Mediation. Because the Mediation Issues will likely determine the assets available to creditors and the allocation of those assets, the Mediation will have a material impact on the members of the Minority Ad Hoc Group. The members of the Minority Ad Hoc Group are ready, willing, and able to invest the time and effort necessary for a successful Mediation. Thus, the Court should allow the Minority Ad Hoc Group to participate and have its voice heard in connection with the formulation of, and prior to any agreement on, any resolution that will significantly affect its members' rights and recoveries.

9. This Court has the clear authority to issue this relief. *See* 11 U.S.C. § 105(a); *In re Continental Airlines*, 203 F.3d 203, 211 (3d Cir. 2000) ("[s]ection 105(a) of the Bankruptcy Code supplements courts' specifically enumerated bankruptcy powers by authorizing orders necessary or appropriate to carry out the provisions of the Bankruptcy Code"); *In re Atl. Pipe Corp.*, 304 F.3d 135, 140 (1st Cir. 2002) (courts may order mandatory non-binding mediation under, among other authorities, the court's "inherent powers"); *In re Patriot Nat'l, Inc.*, Case No. 18-10189 (KG) Feb. 28, 2018 Hr'g Tr. at 145:1–5 (Bankr. D. Del. 2018) ("And the Court, of course, also has the power under Section 105 . . . to stay the actions and to order mediation. So I am going to order the parties to the litigations to go to mediation."). The Proposed Mediation Order also acknowledges the Court's authority in altering the Mediation and/or designating Additional Mediation Parties where the Mediation Parties have not consented.

10. The most successful, productive mediations include the largest parties affected thereby, as it ensures that a resolution takes into account the views, interests and concerns of the affected parties. Given the size of the Minority Ad Hoc Group's claims, it would be best to have

the group participate in the Mediation. If the Minority Ad Hoc Group is frozen out of the Mediation, and the results of the Mediation do not properly reflect the interests of the Minority Ad Hoc Group, then resolving the Minority Ad Hoc Group's issues would potentially cause unnecessary delay and expense and defeat the Debtors' stated intent in the Proposed Mediation Order for a "global mediation process to advance and resolve" these key issues uniquely affecting the Minority Ad Hoc Group.

CONCLUSION

11. WHEREFORE, for the reasons set forth herein, the Minority Ad Hoc Group requests that the Court designate the Minority Ad Hoc Group as an Additional Mediation Party under the Proposed Mediation Order.

Dated: December 5, 2025

Respectfully submitted,

By: */s/ John W. Weiss*

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Attorneys for the Ad Hoc Group of Minority Secured Lenders

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

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Attorneys for the Ad Hoc Group of Minority Secured Lenders

In Re:

Del Monte Foods Corporation II, Inc., *et al.*,

Debtors.[1]

Chapter 11

Case Number: 25-16984 (MBK)

Jointly Administered

DECLARATION OF STEPHEN M. WOLPERT IN SUPPORT OF THE MOTION OF THE AD HOC GROUP OF MINORITY SECURED LENDERS FOR ENTRY OF AN ORDER ADDING THE AD HOC GROUP OF MINORITY SECURED LENDERS AS AN ADDITIONAL MEDIATION PARTY TO THE PROPOSED MEDIATION

[1] The last four digits of Debtor Del Monte Foods Corporation II Inc.'s tax identification number are 1894. A complete list of the Debtors in these Chapter 11 Cases and their respective tax identification numbers may be obtained on the website of the Debtors' proposed claims and noticing agent, at https://cases.stretto.com/DelMonteFoods. The location of the Debtor Del Monte Foods Corporation II Inc.'s principal place of business and the Debtors' service address is 205 North Wiget Lane, Walnut Creek, California 94598.

I, Stephen M. Wolpert, hereby declare as follows:

1. I am an attorney at the law firm of Dechert LLP, and practice principally in its New York office located at Three Bryant Park, 1095 Avenue of the Americas, New York, New York. I represent the Ad Hoc Group of Minority Secured Lenders (the "Minority Ad Hoc Group") in the above captioned matter and am fully knowledgeable about the facts asserted herein and in support of the *Motion of the Ad Hoc Group of Minority Secured Lenders for Entry of an Order Adding the Ad Hoc Group of Minority Secured Lenders as an Additional Mediation Party to the Proposed Mediation* (the "Motion").

2. On November 26, 2025, I had email correspondence with Debtors' counsel during which Debtors' counsel indicated to me that the Debtors were not inclined to add the Minority Ad Hoc Group as a mediation party (the "November 26th Email Exchange"). A true copy of the November 26th Email Exchange is attached hereto as **Exhibit "A"**.[2]

3. On December 5, 2025, I again had email correspondence with Debtors' counsel during which Debtors' counsel asserted to me that the Debtors, the Ad Hoc Group, and the UCC do not consent to the Minority Ad Hoc Group becoming an additional mediation party at this juncture (the "December 5th Email Exchange"). The December 5th Email Exchange is attached hereto as **Exhibit "B"**.

2 Portions of certain email exhibits are redacted for irrelevance to the Motion and due to being labeled attorney's eyes only. If the Court requires the full email correspondence, then the Minority Ad Hoc Group will file a Motion to Seal.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 5, 2025

/s/ Stephen M. Wolpert
Stephen M. Wolpert

Moser, James

From: Wasson, Megan <megan.wasson@hsfkramer.com>
Sent: Wednesday, November 26, 2025 10:05 AM
To: Wolpert, Stephen
Cc: Brilliant, Allan; Ringer, Rachael; Rogoff, Adam C.; Moser, James
Subject: RE: Del Monte
Attachments: [redacted]

Dechert team,

[redacted]

Circling back on the mediation, we are not inclined to add the Minority Ad Hoc Group as a mediation party.

Have a nice Thanksgiving!

Best,
Megan

Megan Wasson
Associate
Pronouns: she/her/hers

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From: Wolpert, Stephen <Stephen.Wolpert@dechert.com>
Sent: Tuesday, November 25, 2025 8:29 PM
To: Wasson, Megan <MWasson@KRAMERLEVIN.com>
Cc: Brilliant, Allan <allan.brilliant@dechert.com>; Ringer, Rachael <RRinger@KRAMERLEVIN.com>; Rogoff, Adam C. <ARogoff@KRAMERLEVIN.com>; Moser, James <James.Moser@dechert.com>
Subject: [EXTERNAL] Re: Del Monte

[redacted]

Steve

Stephen M. Wolpert

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From: Wasson, Megan <megan.wasson@hsfkramer.com>
Sent: Tuesday, November 25, 2025 8:07:41 PM
To: Wolpert, Stephen <Stephen.Wolpert@dechert.com>
Cc: Brilliant, Allan <allan.brilliant@dechert.com>; Ringer, Rachael <rachael.ringer@hsfkramer.com>; Rogoff, Adam C. <adam.rogoff@hsfkramer.com>; Moser, James <James.Moser@dechert.com>
Subject: RE: Del Monte

[redacted]

Megan Wasson
Associate
Pronouns: she/her/hers

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Freehills Kramer, an Australian Partnership, are separate member firms of the international legal practice known as Herbert Smith Freehills Kramer. In New York, we practice through both Herbert Smith Freehills Kramer New York LLP, a limited liability partnership registered in England and Wales with registered number OC375072 and Herbert Smith Freehills Kramer (US) LLP, a registered limited liability partnership organized under the laws of the State of New York with an office at 1177 Avenue of the Americas, New York, NY 10036. In Washington, D.C. and California, we practice through Herbert Smith Freehills Kramer (US) LLP. We use the word partner of Herbert Smith Freehills Kramer New York LLP or of Herbert Smith Freehills Kramer (US) LLP to refer to a member of those entities, or an employee or consultant with equivalent standing and qualifications.

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From: Wolpert, Stephen <Stephen.Wolpert@dechert.com>
Sent: Tuesday, November 25, 2025 8:03 PM
To: Wasson, Megan <MWasson@KRAMERLEVIN.com>
Cc: Brilliant, Allan <allan.brilliant@dechert.com>; Ringer, Rachael <RRinger@KRAMERLEVIN.com>; Rogoff, Adam C. <ARogoff@KRAMERLEVIN.com>; Moser, James <James.Moser@dechert.com>
Subject: [EXTERNAL] RE: Del Monte

[redacted]

[redacted]

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From: Wasson, Megan <megan.wasson@hsfkramer.com>
Sent: Tuesday, November 25, 2025 11:52 AM
To: Wolpert, Stephen <Stephen.Wolpert@dechert.com>
Cc: Brilliant, Allan <allan.brilliant@dechert.com>; Ringer, Rachael <rachael.ringer@hsfkramer.com>; Rogoff, Adam C. <adam.rogoff@hsfkramer.com>
Subject: RE: Del Monte

[redacted]

[redacted]

[redacted]

[redacted]

Megan Wasson
Associate
Pronouns: she/her/hers

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From: Wasson, Megan
Sent: Monday, November 24, 2025 6:42 PM
To: 'Wolpert, Stephen' <Stephen.Wolpert@dechert.com>
Cc: Brilliant, Allan <allan.brilliant@dechert.com>; Ringer, Rachael <RRinger@KRAMERLEVIN.com>; Rogoff, Adam C. <ARogoff@KRAMERLEVIN.com>
Subject: RE: Del Monte

[redacted]

[redacted]

[redacted]

From: Wolpert, Stephen <Stephen.Wolpert@dechert.com>
Sent: Monday, November 24, 2025 4:07 PM
To: Wasson, Megan <MWasson@KRAMERLEVIN.com>
Cc: Brilliant, Allan <allan.brilliant@dechert.com>; Ringer, Rachael <RRinger@KRAMERLEVIN.com>; Rogoff, Adam C. <ARogoff@KRAMERLEVIN.com>
Subject: [EXTERNAL] RE: Del Monte

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From: Wasson, Megan <megan.wasson@hsfkramer.com>
Sent: Monday, November 24, 2025 11:11 AM
To: Wolpert, Stephen <Stephen.Wolpert@dechert.com>
Cc: Brilliant, Allan <allan.brilliant@dechert.com>; Ringer, Rachael <rachael.ringer@hsfkramer.com>; Rogoff, Adam C. <adam.rogoff@hsfkramer.com>
Subject: RE: Del Monte

[redacted]

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Megan Wasson
Associate
Pronouns: she/her/hers

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Sent: Sunday, November 23, 2025 9:15 PM

To: Wolpert, Stephen <Stephen.Wolpert@dechert.com>
Cc: Brilliant, Allan <allan.brilliant@dechert.com>; Ringer, Rachael <RRinger@KRAMERLEVIN.com>; Rogoff, Adam C. <ARogoff@KRAMERLEVIN.com>
Subject: RE: Del Monte

[redacted]

Megan Wasson
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From: Wolpert, Stephen <Stephen.Wolpert@dechert.com>
Sent: Sunday, November 23, 2025 4:08 PM
To: Wasson, Megan <MWasson@KRAMERLEVIN.com>
Cc: Brilliant, Allan <allan.brilliant@dechert.com>; Ringer, Rachael <RRinger@KRAMERLEVIN.com>; Rogoff, Adam C. <ARogoff@KRAMERLEVIN.com>
Subject: [EXTERNAL] Del Monte

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Stephen M. Wolpert

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Moser, James

From: Wasson, Megan <megan.wasson@hsfkramer.com>
Sent: Thursday, December 4, 2025 10:58 PM
To: Wolpert, Stephen; Rogoff, Adam C.; Ringer, Rachael; Bernard, Ashland J.; lmarinuzzi@mofo.com; olashko@mofo.com; tfoudy@mofo.com; rferraioli@mofo.com; dsmolarski@mofo.com; SGreenberg@gibsondunn.com; JGoldstein@gibsondunn.com; KLiang@gibsondunn.com; SBriefel@gibsondunn.com; kimberly.lamaina@skadden.com; robert.drain@skadden.com; justin.winerman@skadden.com; Petrie, Francis; Amy.VanGelder@skadden.com
Cc: Moser, James; Brilliant, Allan
Subject: RE: Participation in Del Monte Mediation- In re: Del Monte Foods Corporation II, Case No. 25-16984

Steve,

We have conferred with counsel to the Ad Hoc Group and the Committee, and the parties believe that it is premature at this point for the Minority Ad Hoc Group to participate in the mediation. Accordingly, the Debtors, the Ad Hoc Group and the Committee do not consent to the Minority Ad Hoc Group becoming an Additional Mediation Party at this juncture.

We have reached out to counsel for DMPL (copied) but have not heard back from them yet, and did not want to further delay in responding.

Best,
Megan

Megan Wasson
Associate
Pronouns: she/her/hers

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From: Wolpert, Stephen <Stephen.Wolpert@dechert.com>
Sent: Thursday, December 4, 2025 3:26 PM
To: Rogoff, Adam C. <ARogoff@KRAMERLEVIN.com>; Ringer, Rachael <RRinger@KRAMERLEVIN.com>; Wasson, Megan <MWasson@KRAMERLEVIN.com>; Bernard, Ashland J. <ABernard@KRAMERLEVIN.com>; lmarinuzzi@mofo.com; olashko@mofo.com; tfoudy@mofo.com; rferraioli@mofo.com; dsmolarski@mofo.com; SGreenberg@gibsondunn.com; JGoldstein@gibsondunn.com; KLiang@gibsondunn.com; SBriefel@gibsondunn.com; kimberly.lamaina@skadden.com; robert.drain@skadden.com; justin.winerman@skadden.com
Cc: Moser, James <James.Moser@dechert.com>; Brilliant, Allan <allan.brilliant@dechert.com>
Subject: [EXTERNAL] Participation in Del Monte Mediation- In re: Del Monte Foods Corporation II, Case No. 25-16984

All:

We represent the Ad Hoc Group of Minority Lenders (the "Minority Ad Hoc Group"). The Minority Ad Hoc Group's members hold, in the aggregate, $161,361,062 in principal amount of loans under the Super-Priority Credit Agreement dated August 2, 2024 (as amended).

On December 3, 2025, the Debtors in the above-listed cases filed the Debtors' Application in Lieu of Motion in Support of Entry of Stipulation and Agreed Order (I) Appointing the Hon. Christine M. Gravelle, Chief Judge, as Mediator for the Mediation Topics, (II) Referring Such Matters to Mediation, (III) Directing the Mediation Parties to Participate in the Mediation, and (IV) Granting Related Relief, and a proposed stipulation and agreed order (the "Stipulation").

On behalf of the Minority Ad Hoc Group, we respectfully request that each of you consent to its participation in the mediation as an Additional Mediation Party (as defined in the Stipulation).

As one of the largest creditor constituencies, the Minority Ad Hoc Group has a significant interest in the outcome of the proposed mediation, particularly with respect to settlement of the claims subject to challenge, estate claims or causes of action, and the allocation of sale proceeds to the creditors.

Please provide your view as to the Ad Hoc Group joining the mediation before 9:00 am ET tomorrow, December 5, 2025.

Absent your consent to our participation, we currently intend to seek urgent relief from the court.

Stephen M. Wolpert

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UNITED STATES BANKRUPTCY COURT **DISTRICT OF NEW JERSEY**	
Caption in Compliance with D.N.J. LBR 9004-1(b) John W. Weiss David E. Sklar **PASHMAN STEIN WALDER HAYDEN, P.C.** 21 Main Street, Suite 200 Hackensack, New Jersey 07601 Telephone: (201) 270-5477 Email: jweiss@pashmanstein.com dsklar@pashmanstein.com -and- Allan S. Brilliant (admitted *pro hac vice*) Stephen M. Wolpert (admitted *pro hac vice*) **DECHERT LLP** 1095 Avenue of the Americas New York, New York 10036-6797 allan.brilliant@dechert.com stephen.wolpert@dechert.com Tel: (212) 698-3500 *Attorneys for the Ad Hoc Group of Minority Secured Lenders*	Chapter 11 Case Number: 25-16984 (MBK) Jointly Administered
In Re: Del Monte Foods Corporation II, Inc., *et al.*, Debtors.[1]	**Re D.I. 840**

ORDER ADDING THE AD HOC GROUP OF MINORITY SECURED LENDERS AS AN ADDITIONAL MEDIATION PARTY TO THE PROPOSED MEDIATION

The Relief set forth on the following pages, numbered two (2) and three (3), is **ORDERED.**

[1] The last four digits of Debtor Del Monte Foods Corporation II Inc.'s tax identification number are 1894. A complete list of the Debtors in these Chapter 11 Cases and their respective tax identification numbers may be obtained on the website of the Debtors' proposed claims and noticing agent, at https://cases.stretto.com/DelMonteFoods. The location of the Debtor Del Monte Foods Corporation II Inc.'s principal place of business and the Debtors' service address is 205 North Wiget Lane, Walnut Creek, California 94598.

Upon consideration of the motion (the "Motion") of the Ad Hoc Group of Minority Secured Lenders (the "Minority Ad Hoc Group"),[2] for Entry of an Order Adding the Ad Hoc Group of Minority Secured Lenders as an Additional Mediation Party to the Proposed Mediation as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b) and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and this Court having determined that there is good and sufficient cause for the relief granted in this Order, therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. It is hereby ordered that Minority Ad Hoc Group may participate in the Mediation[3] as an Additional Mediation Party, and the Mediator and the Mediation Parties are directed to include the Minority Ad Hoc Group in all proceedings relating to the Mediation.

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2 The members of the Minority Ad Hoc Group (the "Members") are listed in the *Verified Statement of the Ad Hoc Group of Minority Secured Lenders, Pursuant to Bankruptcy Rule 2019* [Docket No. 295] (the "Rule 2019 Statement") The Members are lenders under the Debtors' prepetition Credit Agreement dated as of August 2, 2024 (as amended, restated, supplemented, or otherwise modified prior to the date hereof, the "Super-Senior Credit Facility").

3 Capitalized terms not defined herein shall have the meanings ascribed to them in the *Stipulation and Agreed Order (I) Appointing the Hon. Christine M. Gravelle, Chief Judge, as Mediator for the Mediation Topics, (II) Referring*

3. The Minority Ad Hoc Group shall serve this Order on all parties to the Mediation.

Such Matters to Mediation, (III) Directing the Mediation Parties to Participate in the Mediation, and (IV) Granting Related Relief [D.I. 840-1].