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UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY

In re:	Chapter 11
Del Monte Foods Corporation II Inc., *et al.*,[1]	Case No. 25-16984 (MBK)
Debtors.	(Jointly Administered)

NOTICE OF MOTION OF DEBTORS FOR ENTRY OF AN ORDER (I) DIRECTING THE UNITED STATES TRUSTEE TO APPOINT A COMMITTEE OF RETIRED EMPLOYEES AND (II) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE that on **February 20, 2026, at 11:30 a.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, the above-captioned debtors and debtors in possession (the "**Debtors**") shall move the *Debtors' Motion for Entry an Order (I) Directing the United States Trustee to Appoint a Committee of Retired Employees and (II) Granting Related Relief* (the "**Motion**") before the Honorable Michael B. Kaplan, United States Bankruptcy Judge, in Courtroom 8 of the United States Bankruptcy Court for the District of New Jersey, 402 East

[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' 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.

State Street, Trenton, NJ 08608, for entry of an order, substantially in the form submitted herewith, directing the Office of the United States Trustee to appoint a committee of retired employees.

PLEASE TAKE FURTHER NOTICE that in support of the relief requested in the Motion, the Debtors shall rely on the accompanying Motion, which sets forth the relevant legal and factual bases upon which the relief requested should be granted. A proposed Order granting the relief requested in the Motion is also submitted herewith.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion shall: (a) be in writing; (b) state with particularity the basis of the objection; and (c) be filed with the Clerk of the United States Bankruptcy Court electronically by attorneys who regularly practice before the Bankruptcy Court in accordance with the *General Order Regarding Electronic Means for Filing, Signing, and Verification of Documents dated March 27, 2002* (the "**General Order**") and the *Commentary Supplementing Administrative Procedures* dated as of March 2004 (the "**Supplemental Commentary**") (the General Order, the Supplemental Commentary and the User's Manual for the Electronic Case Filing System can be found at www.njb.uscourts.gov, the official website for the Bankruptcy Court) and, by all other parties-in-interest, on CD-ROM in Portable Document Format (PDF), and shall be served in accordance with the General Order and the Supplemental Commentary, so as to be received no later than seven (7) days before the hearing date set forth above.

PLEASE TAKE FURTHER NOTICE that copies of all documents filed in these chapter 11 cases may be obtained free of charge on the website of the Debtors' claims and noticing agent, at https://cases.stretto.com/DelMonteFoods. You may also obtain copies of any pleadings by visiting the Court's website at https://www.njb.uscourts.gov in accordance with the procedures and fees set forth therein.

PLEASE TAKE FURTHER NOTICE that unless objections are timely filed and served, the Motion shall be decided on the papers in accordance with D.N.J. LBR 9013-3(d) and the relief requested may be granted without further notice or hearing.

DATED: January 27, 2026

/s/ Michael D. Sirota

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEW JERSEY

In re:	Chapter 11
Del Monte Foods Corporation II Inc., *et al.*,[1]	Case No. 25-16984 (MBK)
Debtors.	(Jointly Administered)

MOTION OF DEBTORS FOR ENTRY OF AN ORDER (I) DIRECTING THE UNITED STATES TRUSTEE TO APPOINT A COMMITTEE OF RETIRED EMPLOYEES AND (II) GRANTING RELATED RELIEF

TO THE HONORABLE JUDGE MICHAEL B. KAPLAN,
UNITED STATES BANKRUPTCY JUDGE:

Del Monte Foods Corporation II Inc. and its affiliated debtors and debtors in possession (collectively, the "**Debtors**") in the above-captioned chapter 11 cases respectfully state as follows in support of this motion (this "**Motion**"):[2]

Preliminary Statement

[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' 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.

[2] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the First Day Declaration, the Bidding Procedures Order, the Successful Bidders Notice, or the Wages Motion (each as defined herein), as applicable.

1. Since the outset of these Chapter 11 Cases (as defined herein), the Debtors have been pursuing a value-maximizing restructuring through a going-concern sale of all or substantially all of their assets (the "**Sale Process**") pursuant to the terms of the Court-approved Bidding Procedures Order (as defined herein). After extensively marketing those assets and conducting an Auction (as defined herein) process, on January 14, 2026, the Debtors determined, in their reasonable business judgment and in accordance with the Bidding Procedures Order, that three Qualified Bids for the corresponding business segments were collectively the highest or otherwise best option for the Debtors' estates, and therefore, designated each the Successful Bid (collectively, the "**SOTP Transactions**"). The Debtors will seek approval of the SOTP Transactions at the Sale Hearing scheduled to commence before this Court on January 28, 2026.

2. The Debtors sponsor a post-retirement benefits program, generally in the form of life insurance coverage and a health reimbursement arrangement (collectively, the "**Post-Retirement Benefits Program**") for certain former employees and their eligible dependents that are not covered by a collective bargaining agreement (collectively, the "**Non-Represented Eligible Retirees**"). Over the course of the Sale Process, the Debtors have explored their options with respect to the Post-Retirement Benefits Program. That process involved assessing whether the Post-Retirement Benefits Program could be assumed, continued, or otherwise maintained following consummation of the Debtors' contemplated sale transactions. Based on the structure of the SOTP Transactions (which involve the sale of substantially all assets), the Debtors do not believe that continuation of the Post-Retirement Benefits Program following closing is feasible.

3. Accordingly, to ensure maximum transparency and strict technical compliance with section 1114 of the Bankruptcy Code – and to mitigate the risk of disruption to the Debtors' ongoing Sale Process and anticipated Chapter 11 plan process – the Debtors are filing this Motion

out of an abundance of caution to start the section 1114 process, to the extent required, by requesting that the U.S. Trustee (as defined herein) appoint an official committee of retired employees.

Relief Requested

4. The Debtors seek entry of an order, substantially in the form attached hereto as **Exhibit A** (the "**Proposed Order**"): (a) to the extent required, directing the United States Trustee for the District of New Jersey (the "**U.S. Trustee**") to appoint an official committee of retired employees of the Debtors pursuant to section 1114 of the Bankruptcy Code and (b) granting related relief.

Jurisdiction and Venue

5. The United States Bankruptcy Court for the District of New Jersey (the "**Court**") has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Standing Order of Reference to the Bankruptcy Court Under Title 11*, entered July 23, 1984, and amended on June 6, 2025 (Bumb, C.J.) (the "**Standing Order**"). The Debtors consent to the entry of a final order by the Court in connection with this motion to the extent that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

6. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The statutory bases for the relief requested herein are sections 105(a) and 1114 of the Bankruptcy Code.

Background

A. The Chapter 11 Cases

8. On July 1, 2025 (the "**Petition Date**"), each of the Debtors commenced a voluntary case under chapter 11 of the Bankruptcy Code (collectively, these "**Chapter 11 Cases**"). Pursuant

to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors continue to operate their business and manage their financial affairs as debtors in possession. On July 2, 2025, the Court entered an order authorizing procedural consolidation and joint administration of these Chapter 11 Cases pursuant to Bankruptcy Rule 1015(b) [Docket No. 54]. On July 17, 2025, the U.S. Trustee appointed an official committee of unsecured creditors [Docket No. 168] (the "**Committee**"). As of the date hereof, no request for the appointment of a trustee or examiner has been made.

9. Information regarding the Debtors' history and business operations, capital structure and primary secured indebtedness, and the events leading up to the commencement of these Chapter 11 Cases can be found in the *Declaration of Jonathan Goulding, as Chief Restructuring Officer, in Support of the Debtors' Chapter 11 Petitions and First Day Motions* [Docket No. 19] (the "**First Day Declaration**").

B. The Debtors' Sale Process and SOTP Transactions

10. On July 20, 2025, the Debtors filed a motion for approval of, among other relief, seeking approval of certain procedures governing the sale of substantially all of the Debtors' assets and of such sale itself [Docket No. 190]. On August 13, 2025, the Court granted that motion and the Bidding Procedures Order,[3] approving the procedures governing the Debtors' Sale Process.

11. Following entry of the Bidding Procedures Order, the Debtors, with the assistance of their advisors, launched a comprehensive, monthslong marketing campaign, engaging with various potential bidders. From time to time throughout the Sale Process, the Debtors filed notices

[3] *Order (I) Approving the Auction and Bidding Procedures in Connection with the Sale of Substantially All of the Debtors' Assets, (II) Authorizing the Debtors to Enter into the Stalking Horse Purchase Agreement, (III) Scheduling an Action and Sale Hearing, (IV) Approving the Form and Manner of Notice Thereof, (V) Authorizing the Sale of Assets and, (VI) Granting Related Relief* [Docket No. 365] (the "**Bidding Procedures Order**")

of extension of dates and deadlines, in each case, further modifying the Sale Process timeline set forth in the Bidding Procedures Order. *See* Docket Nos. 680, 812, 925, 955.

12. On December 12, 2025, the Debtors commenced the auction (the "**Auction**") for a value maximizing sale of substantially all of the Debtors' assets. On January 12, 2026, the Debtors filed a *Notice of Further Adjourned Sale Hearing and Extended Dates and Deadlines Relating to the Sale Process* [Docket No. 1000], among other things, advising that the Auction remained ongoing as of the date thereof and that the Sale Hearing was adjourned to January 28, 2026.

13. On January 14, 2026, the Debtors determined, in their reasonable business judgment, in a manner consistent with the exercise of their fiduciary duties, and in accordance with the Bidding Procedures Order, that the three Qualified Bids submitted by the Successful Bidders were, collectively, the highest or otherwise best Bids for the purchased assets and the SOTP Transactions were the Successful Bid to purchase the Debtors' assets. On January 15, 2026, the Debtors filed a *Notice of Successful Bidders for the Sale of Substantially All of the Debtors' Assets* [Docket No. 1007] (the "**Successful Bidders Notice**"), advising of the foregoing and of the Debtors' intention to seek this Court's approval of the SOTP Transactions with the Successful Bidders at the Sale Hearing, scheduled to commence on January 28, 2026.

C. The Chapter 11 Plan

14. In addition to seeking Court approval of and closing on the SOTP Transactions, the Debtors expect to pursue confirmation of a Chapter 11 plan and an orderly wind-down of their remaining operations and monetization of assets excluded from the SOTP Transactions. The Debtors are in the process of formulating the terms of that Chapter 11 plan, consistent with the terms of the RSA (*see* First Day Decl., Exh. C), the SOTP Transactions, and the settlement reached through the Court-directed mediation among the Debtors, the Committee, the Ad Hoc Term Lender

Group, and the Debtors' ultimate parent, Del Monte Pacific Limited and its affiliated non-debtor entities.[4]

15. While a substantial number of the Debtors' employees will receive offers of continued employment in connection with consummation of the SOTP Transactions, after closing, the Debtors will begin winding down their remaining operations and will not continue operating. Accordingly, the terms of the Debtors' Chapter 11 plan may address the continuation, modification, or cessation of the Debtors' Post-Retirement Benefits Program, consistent with applicable law, including section 1114 of the Bankruptcy Code.

D. The Debtors' Employees and Post-Retirement Benefits Program

16. On the Petition Date, the Debtors filed the *Debtors' Motion for Entry of Interim and Final Orders Seeking Authority to Pay Claims and Honor Related Obligations to their Employees* [Docket No. 10] (the "**Wages Motion**"), describing the Debtors' workforce and various health and welfare benefit plans and programs, including the Post-Retirement Benefits Program, which is incorporated herein by reference.

17. As set forth in detail in the Wages Motion, the Debtors sponsor the Post-Retirement Benefits Program for the Non-Represented Eligible Retirees. As of the Petition Date, there were approximately 1,100 Non-Represented Eligible Retirees participating in the Post-Retirement Benefits Program, under which the Debtors pay certain costs, contributions, administrative fees, and other payment obligations in the ordinary course. Because the Debtors will be winding down their operations and do not anticipate maintaining a material number of employees following

[4] *See Debtors' Motion for Entry of an Order (a) Approving the Settlement Reached Among the Mediation Parties Pursuant to Bankruptcy Rule 9019, and (b) Granting Related Relief* [Docket No. 954]; *Notice of Updated Settlement Term Sheet and Proposed Order Approving Settlement Reached Among Mediation Parties* [Docket No. 1021].

closing of the SOTP Transactions, the Debtors' Post-Retirement Benefits Program will accordingly be terminated.

18. For the reasons set forth herein, the Debtors believe that it may be necessary to appoint a retiree committee in these Chapter 11 Cases to meet the requirements of section 1114 of the Bankruptcy Code.

Basis for Relief

19. Section 1114 of the Bankruptcy Code provides specific protections for the payment of certain retiree benefits during a Chapter 11 case, and establishes a statutory process that a debtor must follow before modifying or terminating such benefits. Specifically, section 1114(e)(1) provides that a Chapter 11 debtor "shall timely pay and shall not modify any retiree benefits," except as provided in section 1114. 11 U.S.C. § 1114(e)(1); *see In re Arclin U.S. Holding, Inc.*, 416 B.R. 117, 120 (Bankr. D. Del. 2009) (chapter 11 debtors must continue to pay retiree benefits "unless … the … debtor in possession and an authorized representative of the retirees agree to a proposed modification or, absent such agreement, … the debtor in possession convinces the court that a proposed modification is necessary to permit the debtor's reorganization and is equitable") (quoting *In re Farmland Ind., Inc.*, 294 B.R. 903, 919 (Bankr. W.D. Mo. 2003)).

20. The term "retiree benefits" is broadly defined in the Bankruptcy Code to include payments to retired employees and their spouses and dependents for:

> medical, surgical, or hospital care benefits, or benefits in the event of sickness, accident, disability, or death under any plan, fund, or program (through the purchase of insurance or otherwise) maintained or established in whole or in part by the debtor prior to filing a petition commencing a case under this title.

Id. § 1114(a).

21. Section 1114 of the Bankruptcy Code provides the process for negotiating or otherwise seeking modification or termination of the payment of retiree benefits. 11 U.S.C.

§ 1114(f), (g). Retiree benefits may be modified either by (a) agreement between the debtor and the retirees' authorized representative or (b) order of the Court upon satisfaction of the requirements set forth in section 1114(g) of the Bankruptcy Code. *Id.* The first step in that process requires that the Debtors "make a proposal to the authorized representative of the retirees," including the Debtors' proposed modifications or the terms on which the Debtors propose to terminate retiree benefits. *Id.* § 1114(f)(1)(A). As relevant here, the statute contemplates that a debtor must negotiate any such modification or termination with an "authorized representative" of the affected retirees. *See id.* § 1114(b)–(d).

22. The "authorized representative" for purposes of section 1114 is either (a) a labor organization, where retiree benefits are provided under a collective bargaining agreement and the labor organization elects to serve as the authorized representative, or (b) a committee of retired employees appointed by the U.S. Trustee pursuant to court order, where such retirees are not otherwise represented. *See* 11 U.S.C. § 1114(c)–(d). Where, as here, the Debtors sponsor and administer the Post-Retirement Benefits Program for Non-Represented Eligible Retirees, including coverage for life insurance and a health reimbursement arrangement, the Debtors seek to ensure that any process relating to the continuation, modification, or termination of those retiree benefits proceeds in strict compliance with section 1114 of the Bankruptcy Code.

23. Accordingly, the Debtors seek entry of the Proposed Order directing the U.S. Trustee to appoint an official committee of retired employees of the Debtors as contemplated by section 1114(d) of the Bankruptcy Code. This relief is appropriate and warranted to ensure that, to the extent section 1114 applies to the Post-Retirement Benefits Program and the Non-Represented Eligible Retirees, the Debtors may engage promptly and transparently with a duly appointed authorized representative. Such appointment ensures that the process contemplated

under section 1114 proceeds expeditiously, fairly, and in a manner that enables the Debtors to seek confirmation of a Chapter 11 plan on the timeline necessary to complete an orderly wind-down of their business.

24. "Congress drafted § 1114 to insure that debtors did not seek to effect reorganizations 'on the back of retirees' for the benefit of other parties in interest." *In re Ionosphere Clubs, Inc.*, 134 B.R. 515, 523 (Bankr. S.D.N.Y. 1991). Here, this is not a concern. The Debtors are operating on a 13-week cash flow budget with limited excess liquidity. In the near future, the Debtors will be winding down their operations and, as a consequence, simply cannot provide retiree benefits consistent with the programs previously provided.

25. The Third Circuit has held that a Chapter 11 debtor owing retiree health, life insurance, and other benefits must comply with the restrictions set out in section 1114 of the Bankruptcy Code before seeking to modify or terminate the retiree benefits during the bankruptcy case, even if the debtor had the unilateral right to terminate the benefits under the governing agreement. *See Indus. Div. of the Commc'n Workers of Am. v. Visteon Corp. (In re Visteon Corp.)*, 612 F.3d 210, 237 (3d Cir. 2010).

26. Numerous bankruptcy cases, including in this circuit, have involved the appointment of an official committee of retirees in accordance with section 1114(d) of the Bankruptcy Code. *See*, *e.g.*, *In re Tupperware Brands Corp.*, Case No. 24-12156 (BLS), Docket No. 597 (Bankr. D. Del. Mar. 19, 2025); *In re Accuride Corp.*, Case No. 24-12289 (JKS), Docket No. 319 (Bankr. D. Del. Nov. 20, 2024); *In re City of Chester, Pennsylvania*, Case No. 22-13032 (AMC), Docket No. 174 (Bankr. E.D. Pa. Jan. 4, 2023); *In re Armstrong Flooring, Inc.*, Case No. 22-10426 (MFW), Docket No. 284 (Bankr. D. Del. June 3, 2022); *In re Murray Energy Holdings*

Co., Case No. 19-56885 (JEH), Docket No. 695 (Bankr. S.D. Ohio Dec. 31, 2019); *In re The City of Detroit, Michigan*, Case No. 13-53846, Docket No. 279 (Bankr. E.D. Mich. Aug. 13, 2013).

27. If the Court directs appointment of a retiree committee, the Debtors will work with the U.S. Trustee to establish appropriate procedures for promptly contacting retirees and identifying candidates to serve on the retiree committee. Those procedures will include the U.S. Trustee filing a notice of the appointment of a retiree committee (the "**Appointment Notice**") on the Court's docket.

28. If a retiree committee is appointed, the Debtors request that the retiree committee's role (if a committee is formed) be limited in scope. Given that the Debtors are seeking to sell substantially all of their assets, thereafter losing access to their DIP Facilities and relying on sale proceeds to conduct an orderly wind-down, significant professional fees incurred by a retiree committee would imperil the Debtors' ability to conduct an orderly wind-down. To that end, if a retiree committee is appointed, the Debtors further request that the Court expressly provide that the retiree committee is being designated for the sole purpose of representing the Non-Represented Eligible Retirees, whose retiree benefits are not covered by a collective bargaining agreement and therefore whose interests are not represented by a labor union, in connection with their rights under section 1114 of the Bankruptcy Code.

Reservation of Rights

29. Nothing contained in this Motion or any order granting the relief requested in this motion, and no action taken pursuant to the relief requested or granted (including any payment made in accordance with any such order), is intended as or shall be construed or deemed to be: (a) authority to assume, reject, terminate, or modify any plan or agreement providing for retiree benefits (as defined in section 1114 of the Bankruptcy Code), or as a request for authority to do

the same; or (b) an admission as to the validity, priority, or character of any claim for any retiree benefits or whether any retiree benefits are considered "vested" or "unvested" under the terms of the applicable plan or agreement, or a waiver or other limitation on the Debtors' or any other party in interest's ability to contest the same on any ground permitted by bankruptcy or applicable nonbankruptcy law.

Notice

30. The Debtors will provide notice of this motion to the following parties or their respective counsel, as applicable: (a) the U.S. Trustee; (b) the Prepetition ABL Agent; (c) the Ad Hoc Term Lender Group; (d) the Super-Senior Agent; (e) the DIP Agents; (f) the Committee; (g) the United States Attorney's Office for the District of New Jersey; (h) the attorneys general for all states in which the Debtors conduct business; (i) the United States Department of Justice; (j) the Internal Revenue Service; and (k) all parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

31. No prior request for the relief sought in this Motion has been made to this or any other Court.

[Remainder of Page Intentionally Left Blank]

WHEREFORE, the Debtors respectfully request entry of the Proposed Order, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other relief as the Court deems appropriate under the circumstances.

DATED: January 27, 2026

/s/ Michael D. Sirota

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**Admitted Pro Hac Vice*

Co-Counsel to the Debtors and Debtors in Possession

Exhibit A

Proposed Order

UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY	
In re:	Chapter 11
Del Monte Foods Corporation II Inc., *et al.*,[1]	Case No. 25-16984 (MBK)
Debtors.	(Jointly Administered)

ORDER (I) DIRECTING THE UNITED STATES TRUSTEE TO APPOINT A COMMITTEE OF RETIRED EMPLOYEES AND (II) GRANTING RELATED RELIEF

The relief set forth on the following pages, numbered three (3) through four (4), 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' 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.

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

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Co-Counsel to the Debtors and
Debtors in Possession

Upon the Debtors' motion (the "**Motion**")[1] seeking the appointment of a committee of retired employees pursuant to sections 105 and 1114 of the Bankruptcy Code and Bankruptcy Rule 9006; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order; 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 this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court, if any; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein, and that such relief is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is **GRANTED** as set forth in this Order.

2. The U.S. Trustee is authorized and directed to appoint a retiree committee consisting of Non-Represented Eligible Retirees, whose retiree benefits are not provided under a collective bargaining agreement, pursuant to section 1114 of the Bankruptcy Code.

3. The Debtors and the U.S. Trustee shall determine procedures for contacting and identifying candidates to serve on the retiree committee. Upon identifying the retirees who will

[1] Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Motion.

serve on the retiree committee, if any, the U.S. Trustee shall file the Appointment Notice on the Court's docket and shall serve such Appointment Notice upon counsel to the Debtors, counsel to the Committee, and all other parties entitled to notice pursuant to Local Rule 2002-1(b).

4. Upon its appointment, the retiree committee shall be the authorized representative for the Debtors' Non-Represented Eligible Retirees for the limited purposes set forth in section 1114 of the Bankruptcy Code. The retiree committee shall have only those rights, powers, and duties conferred upon it pursuant to section 1114(b)(2) of the Bankruptcy Code.

5. Nothing in the Motion or this Order shall be construed as (a) authority to assume, reject, terminate, or modify any plan or agreement providing for retiree benefits (as defined in section 1114 of the Bankruptcy Code), or as a request for authority to do the same; or (b) an admission as to the validity, priority, or character of any claim for any retiree benefits or whether any retiree benefits are considered "vested" or "unvested" under the terms of the applicable plan or agreement, or a waiver or other limitation on the Debtors' or any other party in interest's ability to contest the same on any ground permitted by bankruptcy or applicable non-bankruptcy law.

6. The Debtors and the U.S. Trustee are authorized to take all actions necessary to carry out this Order.

7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.