

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information		
1a Name of plan DEL MONTE CORPORATION RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ <u>202</u>		
	1c Effective date of plan <u>01/01/1990</u>		
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) DEL MONTE CORPORATION P.O. BOX 193575 SAN FRANCISCO, CA 94119-3575	2b Employer Identification Number (EIN) <u>75-3064217</u>	2c Sponsor's telephone number <u>415-247-3000</u>	
	2d Business code (see instructions) <u>311400</u>		

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	JOHN HETZLER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	JOHN HETZLER
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address DEL MONTE CORPORATION BENEFITS ADMINISTRATION P.O. BOX 193575 SAN FRANCISCO, CA 94119-3575		3b Administrator's EIN 58-1964739
		3c Administrator's telephone number 415-247-3000
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 6207
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1882
b Retired or separated participants receiving benefits.....	6b	2609
c Other retired or separated participants entitled to future benefits.....	6c	986
d Subtotal. Add lines 6a , 6b , and 6c	6d	5477
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	604
f Total. Add lines 6d and 6e	6f	6081
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	18
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1C 1G		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>DEL MONTE CORPORATION RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>202</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>DEL MONTE CORPORATION</u>	D Employer Identification Number (EIN) <u>75-3064217</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>460257930</u>
b Actuarial value	2b <u>453619234</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>3194</u> <u>252150576</u>
b For terminated vested participants.....	3b <u>1027</u> <u>31521009</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>7781410</u>
(2) Vested benefits.....	3c(2) <u>140562630</u>
(3) Total active	3c(3) <u>1986</u> <u>148344040</u>
d Total	3d <u>6207</u> <u>432015625</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>5.18 %</u>
6 Target normal cost.....	6 <u>15087701</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>10/10/2013</u>
	Signature of actuary	Date
<u>JOHN COATES</u>		<u>11-04116</u>
	Type or print name of actuary	Most recent enrollment number
<u>TOWERS WATSON DELAWARE INC.</u>		<u>415-733-4100</u>
	Firm name	Telephone number (including area code)
<u>345 CALIFORNIA ST. SUITE 2000</u> <u>SAN FRANCISCO, CA 94104</u>		
	Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II		Beginning of Year Carryover Prefunding Balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	7321714	65937378
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	7321714	8253066
9	Amount remaining (line 7 minus line 8)	0	57684312
10	Interest on line 9 using prior year's actual return of <u>6.69</u> %		3859080
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		19612072
	b Interest on (a) using prior year's effective interest rate of <u>6.09</u> % except as otherwise provided (see instructions)		1194375
	c Total available at beginning of current plan year to add to prefunding balance		20806447
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	61543392

Part III		Funding Percentages	
14	Funding target attainment percentage	14	90.75 %
15	Adjusted funding target attainment percentage	15	105.00 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	88.45 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV		Contributions and Liquidity Shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
			Totals ▶	18(b)	18(c)

19	Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
	a Contributions allocated toward unpaid minimum required contributions from prior years.	19a
	b Contributions made to avoid restrictions adjusted to valuation date	19b
	c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c
20	Quarterly contributions and liquidity shortfalls:	
	a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
	b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
	c If line 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0		0
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 2.06%	2nd segment: 5.25%	3rd segment: 6.32 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	15087701	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	39939783	7609995	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	22697696	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	22697696	22697696
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DEL MONTE CORPORATION RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>202</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DEL MONTE CORPORATION</u>	D Employer Identification Number (EIN) <u>75-3064217</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MELLON CAPITAL

25-1442864

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MANAGEMENT	177637	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MELLON GLOBAL TRUSTEE

25-1442864

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	TRUSTEE	50396	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

BLACKROCK

94-6052285

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MANAGEMENT	28053	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CAPITAL GUARDIAN

95-2553868

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MANAGEMENT	256664	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

FISHER INVESTMENTS

94-9029777

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MANAGEMENT	90460	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

NISA INVESTMENT ADVISORS

48-1140940

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MANAGEMENT	243593	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

TIMESQUARE CAPITAL

20-1665304

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MANAGEMENT	107543	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

CALLAN CONSULTANTS

94-2192581

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	CONSULTING	114431	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

TOWERS WATSON

53-0181291

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	CONSULTING	124000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PYRAMIS GROUP - FMR

04-3532603

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	INVESTMENT MANAGEMENT	224236	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name: JEFFREY BROWN	b EIN: 53-0181291
c Position: ACTUARY	
d Address: TOWERS WATSON DELAWARE, INC. 345 CALIFORNIA STREET, SUITE 2000 SAN FRANCISCO, CA 94104	e Telephone: 415-733-4100

Explanation: REASSIGNMENT OF WORK WITHIN THE SAME FIRM.

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DEL MONTE CORPORATION RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>202</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>DEL MONTE CORPORATION</u>	D Employer Identification Number (EIN) <u>75-3064217</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>BLACKROCK INDEX FUND</u>		
b Name of sponsor of entity listed in (a): <u>DEL MONTE CORPORATION</u>		
c EIN-PN <u>94-6052285-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>100793106</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CAP GUARDIAN INTL NON US FIXED INC</u>		
b Name of sponsor of entity listed in (a): <u>DEL MONTE CORPORATION</u>		
c EIN-PN <u>95-6597294-053</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>18397407</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CAP GUARDIAN INTL EQUITY</u>		
b Name of sponsor of entity listed in (a): <u>DEL MONTE CORPORATION</u>		
c EIN-PN <u>95-6597294-053</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>36359798</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DEL MONTE MCM GTAA</u>		
b Name of sponsor of entity listed in (a): <u>DEL MONTE CORPORATION</u>		
c EIN-PN <u>25-6078093-126</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>23535907</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PYRAMIS GROUP TRUST</u>		
b Name of sponsor of entity listed in (a): <u>DEL MONTE CORPORATION</u>		
c EIN-PN <u>20-4659714-052</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>123588539</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012	
A Name of plan DEL MONTE CORPORATION RETIREMENT PLAN	B Three-digit plan number (PN) ► 202
C Plan sponsor's name as shown on line 2a of Form 5500 DEL MONTE CORPORATION	D Employer Identification Number (EIN) 75-3064217

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	15000000	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	1152689	1048383
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)	258418734	302674757
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	24346439	34798622
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	161838009	141638245

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	460755871	480160007

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	290398	356505
i Acquisition indebtedness	1i		
j Other liabilities	1j		313844
k Total liabilities (add all amounts in lines 1g through 1j)	1k	290398	670349

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	460465473	479489658
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	4123987	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		4123987
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1422342	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1422342
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		25389807
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		4455566
c Other income.....	2c		17363634
d Total income. Add all income amounts in column (b) and enter total.....	2d		52755336

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	32034519	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		32034519
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	568446	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	1128186	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		1696632
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		33731151

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		19024185
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **KPMG, LLP**

(2) EIN: **13-5565207**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>DEL MONTE CORPORATION RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>202</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DEL MONTE CORPORATION</u>	D Employer Identification Number (EIN) <u>75-3064217</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>216</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2012
v. 120126

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: 36% Investment-Grade Debt: 55% High-Yield Debt: 2% Real Estate: _____% Other: 7%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☒ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



**DEL MONTE CORPORATION
RETIREMENT PLAN**

Financial Statements and Supplemental Schedules

December 31, 2012 and 2011

(With Independent Auditors' Report Thereon)

**DEL MONTE CORPORATION
RETIREMENT PLAN**

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KPMG LLP
Suite 1400
55 Second Street
San Francisco, CA 94105

Independent Auditors' Report

Del Monte Corporation Employee Benefits Committee
Del Monte Corporation Plan Administrative Committee
Del Monte Corporation Plan Investment Committee
Del Monte Corporation Retirement Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Del Monte Corporation Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by The Bank of New York Mellon, the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.



Other Matter

The supplemental schedules of Schedule H, line 4i – schedule of assets (held at end of year) as of December 31, 2012 and Schedule H, line 4j – schedule of reportable transactions for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

KPMG LLP

San Francisco, California
October 9, 2013

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Assets:		
Investments, at fair value	\$ 479,111,624	444,603,182
Contribution receivable from plan sponsor	—	15,000,000
Interest and dividend receivable	1,048,383	1,102,855
Due from brokers for pending trades	—	49,834
Total assets	<u>480,160,007</u>	<u>460,755,871</u>
Liabilities:		
Accrued administrative expenses	356,505	290,398
Due to brokers for pending trades	313,844	—
Total liabilities	<u>670,349</u>	<u>290,398</u>
Net assets available for benefits	<u>\$ 479,489,658</u>	<u>460,465,473</u>

See accompanying notes to financial statements.

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Additions to net assets attributed to:		
Investment income:		
Interest	\$ 4,123,987	4,578,806
Dividends	1,422,342	1,069,543
Net appreciation in fair value of investments	47,209,007	26,009,700
Total investment income	<u>52,755,336</u>	<u>31,658,049</u>
Employer contributions	<u>—</u>	<u>30,000,000</u>
Total additions	<u>52,755,336</u>	<u>61,658,049</u>
Deductions from net assets attributed to:		
Benefit payments to participants	32,034,519	38,287,241
Administrative expenses	1,696,632	1,867,306
Total deductions	<u>33,731,151</u>	<u>40,154,547</u>
Net increase	19,024,185	21,503,502
Net assets available for benefits:		
Beginning of year	<u>460,465,473</u>	<u>438,961,971</u>
End of year	<u>\$ 479,489,658</u>	<u>460,465,473</u>

See accompanying notes to financial statements.

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(1) Description of the Plan

The Del Monte Corporation Retirement Plan (the “Plan”) is a noncontributory defined benefit plan sponsored by Del Monte Corporation (“Del Monte”, “DMC” or the “Company”) formerly a wholly owned subsidiary of Del Monte Foods Company (“DMFC”). The Plan provides benefits for eligible salaried and hourly employees of the Company and other companies who are in designated Participating Units, as defined in the Plan document. Additional information about the Plan including the benefit provisions of the Plan is described in the Plan document, which is available from the Del Monte Corporation Plan Administrative Committee. The Plan is subject to the provisions of the Employment Retirement Income Security Act of 1974 (“ERISA”), as amended.

The Plan was created when the Company amended its three former defined benefit retirement plans by merging the Del Monte Corporation Retirement Plan for Hourly Employees (“Hourly Plan”) and the Del Monte Corporation Retirement System for Hourly Employees (“Retirement System Hourly Plan”) into the Del Monte Corporation Retirement Plan for Salaried Employees (“Salaried Plan”) effective with the close of business on December 31, 2009. The surviving plan, the Del Monte Corporation Retirement Plan for Salaried Employees, was amended to change its name to the Del Monte Corporation Retirement Plan effective January 1, 2010.

Effective with the mergers into the Plan, the benefit features and rights available to participants covered by the three plans in effect immediately prior to the time of the mergers continued to be in effect immediately on and following the merger. The Plan assumed all of the assets and liabilities of the Del Monte Corporation Retirement Plan for Hourly Employees and the Del Monte Corporation Retirement System for Hourly Employees effective with the merger. The assets from the individual plans merged on October 1, 2010, and The Bank of New York Mellon (“Mellon”) became the sole trustee for the Plan.

Effective January 1, 1996, the Hourly Plan was amended to cease participation and accruals for new hires and rehired employees. In addition, certain nonunion hourly participants in the Hourly Plan ceased participation and accruals unless the participant had attained age 40 or 20 years of service by December 31, 1995.

Plan participants that were formerly participants in the Retirement System Hourly Plan include current and former hourly employees at the Company’s Terminal Island facility and employees at the former American Samoa and former Pittsburgh facilities. Terminal Island employees who participate in the Plan are represented by the following bargaining agents: the United Industrial Workers, Service, Transportation, Professional and Government of North America, affiliated with the Seafarers International Union of North America – Atlantic, Gulf, Lakes and Inland Water District, affiliated with the Seafarers International Union of North America and the AFL-CIO, and its Local 24, and also the American Federation of Guards. Pittsburgh factory employees who participate in the Plan are represented by the following bargaining agents: the United Food & Commercial Workers International Union, AFL-CIO & CLC, on behalf of and in conjunction with its Local 325. American Samoa employees who participated in the Plan are not represented by a collective bargaining unit and included employees of Star-Kist Samoa, Inc.

On April 26, 2011, DMFC, a wholly-owned subsidiary of Blue Acquisition Group, Inc. (“Parent”), merged with and into DMC with DMC being the surviving corporation, and as a result became a direct wholly-owned subsidiary of Parent.

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(a) Funding Policy

It has been the Company's policy to fund the Plan in amounts equal to or in excess of the Plan's minimum funding requirements set forth by ERISA and the Pension Protection Act of 2006 ("PPA"). Contributions in excess of the minimum funding requirement will only be made to the extent they are deductible for federal income tax purposes under Internal Revenue Code ("IRC") Section 404. For the years ended December 31, 2012 and 2011, the Company made contributions of \$0 and \$30,000,000, respectively. The Retirement System Hourly Plan was amended in December 2003 and August 2004 such that active participation by Terminal Island participants has ceased. Depending on the date negotiated with the applicable union, these provisions were effective November 1, 2003; January 1, 2004; and June 1, 2004. Previous to this amendment pursuant to the applicable collective bargaining agreement, participants contributed fourteen cents for each hour of service as defined in the Plan document. At December 31, 2012 and 2011, the accumulated contributions of active employees were approximately \$226,700 and \$346,400, respectively, including interest at 120% of the Federal mid-term rate. Participants who terminate employment for reasons other than death prior to completion of at least five years of continuous service and prior to retirement, shall be paid in a lump sum payment the total of their accumulated contributions as soon as practicable following six months after termination of employment.

(b) Benefit Provision and Vesting

If the lump-sum value of the retired participant's nonforfeitable benefit is less than \$1,000, the entire benefit shall be paid in a lump-sum without the written consent of the participant's, spouse and neither the retired participant or the retired participant's spouse shall have any further rights under the Plan. For distributions where the lump-sum value is between \$1,000 and \$5,000, the benefit may be paid in a lump sum without the written consent of the participant's spouse within 90 days of notice of such election for the Hourly Plan and Retirement System Hourly Plan and within 180 days of notice of such election for the Salaried Plan.

Salaried Plan

Employees who have completed one year of service are eligible to participate in the Plan. Participant benefit accruals are expressed as a cash balance (the "Credit Balance"). Participant Credit Balances are increased each month with compensation credits and interest credits. Compensation credits are calculated as a percentage, based on age, of eligible compensation according to the following schedule:

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

Participant age on last day of the month	All eligible compensation
Below 30	3.0%
30 but below 35	4.0%
35 but below 40	5.0%
40 but below 45	6.0%
45 but below 50	8.0%
50 but below 55	10.0%
55 but below 60	11.0%
60 but below 65	12.0%
65 and over	13.0%

Interest credits are calculated by multiplying the prior month's Credit Balance by the monthly interest factor. The monthly interest factor is based on the annual yield on the six-month Treasury Bill plus 1.5%, converted to a monthly amount. Effective January 1, 2008, the Plan was amended to provide for a minimum annual effective interest factor of no less than 4.5%. Participants become 100% vested in their accrued benefit after completing three years of vesting service.

Upon termination of employment, participants may receive their vested accrued benefit in the form of an immediate lump sum or as an immediate monthly annuity. In addition, participants who have not yet attained normal retirement age (age 65) may elect to receive a deferred monthly annuity. If a participant dies prior to commencing payments under the Plan, his or her beneficiary would be entitled to receive a lump-sum death benefit equal to his or her Credit Balance.

Hourly Plan

Participant accrued benefits are calculated as 1.75% of average final compensation multiplied by credit service (maximum 40 years), reduced by 0.75% of the estimated Social Security benefit multiplied by credit service (maximum 35 years). Certain plan participants may have a portion of their benefit calculated under a prior plan formula. Participants become 100% vested in their accrued benefit upon completion of five years of vesting service.

Benefits are payable as a single life annuity, or a joint and 50% or 100% survivor annuity, commencing at normal retirement age (age 65). Participants who terminate after 20 years of service may be entitled to commence benefits as early as age 55, subject to appropriate reduction. Certain participants who retire after attaining age 55 and 30 years of service may be entitled to commence benefits immediately with no reduction for early commencement. If a vested married participant dies prior to commencing payments under the Plan, his or her surviving spouse would be entitled to a survivor's benefit.

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

Retirement System Hourly Plan

Employees with five or more years of service are entitled to an annual pension benefit at normal retirement age (age 65). The Plan permits early retirement. Generally, benefits are calculated as follows:

Pittsburgh factory employees' annual service retirement benefit is calculated as follows:

1. Effective for retirements occurring prior to March 1, 2003, an annual benefit for credited service rendered as a participant on or after January 1, 1967, equal to 1.10% of the participant's earnable compensation earned during such period; or
2. Effective for retirements occurring on or after March 1, 2003, an annual benefit for credited service rendered as a participant on or after January 1, 1967 equal to 1.20% of the participant's earnable compensation earned during such period; plus
3. The amount, if any, required in addition to the benefit set forth above for retirements occurring prior to March 1, 2003, to make the participant's annual retirement benefit equal to \$456 per year for each year of credited service rendered on and after January 1, 1967 and for retirements occurring on or after March 1, 2003, the amount, if any, to make the participant's annual retirement benefit equal to \$504 per year for each year of credited service rendered on and after January 1, 1967.
4. If a participant has credited service prior to January 1, 1967, certain additional provisions may apply.
5. Participants who have attained age 55 with 30 or more years of continuous service are eligible to receive an annual "special service supplement" benefit equal to \$156 for each completed year of credited service in addition to the benefit described above. This benefit is payable only to the earlier of age 62 or the date the participant becomes eligible for a Social Security disability benefit. These same participants are eligible to receive their age 65 benefit in the form of an immediate unreduced benefit as of their retirement date.

Star-Kist Samoa, Inc. employees' annual service retirement benefit is calculated as follows:

1. 1.25% of the participant's compensation earned on or after June 1, 1973; plus
2. The amount, if any, required in addition to 1.25% of the participant's compensation earned on or after June 1, 1973 to make the annual service retirement benefit equal to \$96 per year for each year of credited service rendered on or after June 1, 1973.
3. In addition to the benefit set forth above, an annual benefit for uninterrupted service rendered as an employee of Star-Kist Samoa, Inc. prior to June 1, 1973 equal to 0.5% of the first \$3,000 and 1% of the excess of earnable compensation received during 1972 or if greater \$84 per year for each year of credited service rendered prior to June 1, 1973.

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

Terminal Island employees' annual service retirement benefit is determined as follows:

1. \$132 multiplied by the participant's credited service earned on or after January 1, 1986, but prior to January 1, 1989;
2. \$156 multiplied by the participant's credited service earned on and after January 1, 1989, but prior to November 1, 2003, January 1, 2004, and June 1, 2004, depending on the date negotiated with the applicable union; and
3. The participant's annual normal pension as determined under a certain multiemployer pension plan known as the Fish Cannery-United Industrial Workers Pension Plan as existing on December 31, 1985 and as to which, prior to January 1, 1986, Star-Kist Foods Inc. was a contributing employer, plus any additional amounts to which the participant would be entitled under that plan.

Benefits are generally payable for life and are in the form of a single life annuity or joint and survivor annuity if the participant is married. For certain Pittsburgh participants, a special retirement supplement benefit may also be paid as a lump sum in the amount of \$6,500. If a participant dies prior to commencing payments under the Plan, his or her beneficiary would be entitled to receive a survivor's benefit. Generally, an active employee with 10 or more years of continuous service who becomes disabled is retired from service and receives a disability retirement benefit commencing on the disability retirement date. With respect to Terminal Island employees, the participant must be disabled for at least five consecutive months before being retired from service.

(c) Plan Termination

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Benefits attributable to employee contributions, taking into account those paid out before termination (applicable only for the Retirement System Hourly Plan);
2. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination;
3. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") up to the applicable limitations, as discussed below;
4. All other vested benefits (that is, vested benefits not insured by the PBGC); and
5. All nonvested benefits.

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during the Plan years ended December 31, 2012 and 2011, the ceiling was \$4,653 per month, each year. That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement. For younger annuitants or for those who elect to receive their benefit in some form more valuable than a single-life annuity, the corresponding ceilings are adjusted downward.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

(2) Summary of Significant Accounting Policies

(a) Basis of Accounting

The accompanying financial statements are prepared on the accrual basis of accounting.

(b) Use of Estimates

The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amount of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

(c) Valuation of Investments and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See note 7 for a discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes gains and losses on investments bought and sold, as well as held during the year.

The Plan has purchased annuity contracts from John Hancock Life Insurance Company ("John Hancock") to pay benefits to named employees or their beneficiaries. The annuity contracts provide for the possibility of periodic dividends at John Hancock's discretion on the basis of its experience under the contracts. The Plan received dividends of \$173,864 and \$193,405 in 2012 and 2011, respectively. These dividends represent income to the Plan. John Hancock maintains a contingency

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

reserve, which is the source of potential dividends that can be paid to the Plan. As of December 31, 2012, the balance in the contingency reserve was \$751,702. Although John Hancock is under no obligation to declare a dividend each year, based on past experience, the Plan expects to receive the remainder of this reserve over the next several years.

(d) Administrative Expenses

The Plan pays substantially all expenses reasonably incurred in administering the Plan to the extent such expenses are incurred in connection with activities necessary to operate the Plan for the benefit of its participants. Certain administrative expenses are paid by the Company.

(e) Payment of Benefits

Benefit payments to participants are recorded when paid.

(f) Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and, that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

(3) Income Tax Status

The Internal Revenue Service ("IRS") has issued the Plan a favorable determination letter dated June 25, 2008. The Company intends that the Plan be qualified under Sections 401(a) and 501(a) of the IRC and, therefore, is not subject to tax under present federal income tax law. Therefore, no provision for income taxes has been included in the Plan's financial statements. Although the Plan has been amended since receiving the determination letter, the Company believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(4) Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions for service accrued by the employees to the valuation date. Accumulated plan benefits include benefits expected to be paid to (i) retired or terminated employees or their beneficiaries, and (ii) present employees or their beneficiaries.

(a) *Salaried Plan*

Benefits for retired or terminated employees or their beneficiaries are based on a cash balance plan formula using credits made monthly to participant hypothetical accounts consisting of a percentage (based on age) of that month's eligible compensation plus interest credits on the previous month's balance. Certain grandfathered participants are eligible to receive benefits under an alternative formula based on an employee's highest average compensation for any five consecutive years during the last ten Years of Credited Service, as defined in the Plan document; the Plan was amended April 30, 1992 to cease recognition of any future credited service or average final compensation under this alternative retirement form. At retirement, a participant who is eligible for the alternative benefit will have the option to receive a benefit under the cash balance formula or under the alternative benefit based on compensation and credited service to April 30, 1992, if it is greater than the benefit under the cash balance formula. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service accrued to the valuation date.

(b) *Hourly Plan*

Benefits for retired or terminated employees or their beneficiaries are based on the employees' highest average compensation for any five consecutive years during the last ten Years of Credited Service, as defined in the Plan document. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service accrued to the valuation date.

(c) *Retirement System Hourly Plan*

Benefits for retired or terminated employees or their beneficiaries are based on the employees' career compensation during the years of credited service, as defined in the Plan document. Benefits payable under all circumstances – retirement, death, disability, and termination of employment – are included, to the extent they are deemed attributable to employee service accrued to the valuation date.

(d) *Accumulated Plan Benefits*

The actuarial present value of accumulated plan benefits is determined by an independent actuary, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The valuation was performed as of January 1,

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

2012. Had the valuation been performed as of December 31, 2011, there would be no material difference.

The accumulated plan benefit information as of December 31, 2011 is as follows:

Actuarial present value of accumulated plan benefits:

Vested benefits:

Participating employees	\$ 121,534,447
Participants with deferred benefits	25,092,796
Retirees and beneficiaries	<u>215,348,379</u>
	361,975,622

Nonvested benefits	<u>6,427,573</u>
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Total actuarial present value of accumulated plan benefits	<u><u>\$ 368,403,195</u></u>
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Changes in the actuarial present value of accumulated plan benefits for the 2011 plan year are as follows:

Actuarial present value of accumulated plan benefits at beginning of year	\$ <u>364,030,247</u>
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Increase attributable to:

Benefits accumulated, including actuarial (gains)/losses	9,825,506
Decrease in the discount period	26,804,880
Benefits paid	(38,287,241)
Change in mortality and discount rate assumptions	<u>6,029,803</u>

Net increase	<u>4,372,948</u>
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Actuarial present value of accumulated plan benefits at end of year	<u><u>\$ 368,403,195</u></u>
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**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

Significant assumptions underlying the actuarial computations using the projected unit cost method are:

Interest discount rate 7.25% and 7.50% for December 31, 2011 and 2010, respectively
Mortality basis 2011 and 2010 – Static tables with separate mortality rates for annuitants and non-annuitants as prescribed under Section 403(h)3(a) of the IRC

Retirement age – Salaried Plan	Age	Rates			
	60	15.0%			
	62	30.0%			
	65	50.0%			
	68	100.0%			
Retirement age – Hourly Plan		Early retirement	Unreduced early retirement	Normal retirement	
	Regular age				
	55	9.0%	30.0%	—	
	60	9.0%	16.5%	—	
	62	52.5%	75.0%	—	
	64	30.0%	60.0%	—	
	65	—	—	100.0%	
Retirement age – Retirement System Hourly Plan		Regular early retirement for Samoa	Unreduced early retirement for Samoa	Regular early retirement for Terminal Island	Normal retirement
	Age				
	55	10.0%	—	10.0%	—
	60	12.0%	—	7.5%	—
	62	40.0%	40.0%	25.0%	—
	64	20.0%	40.0%	15.0%	—
	65	—	—	—	100.0%

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

(5) Transactions with Related Parties

During 2012, the plan investments were trustee by Mellon. Investment transactions with Mellon qualify as party-in-interest transactions.

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(6) Trustee Certification

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator has obtained certifications as of and for the years ended December 31, 2012 and 2011 from Mellon that all of the investment information provided by them is complete and accurate. Information included in the accompanying financial statements as to investments and investment income in the trust fund administered by the trustees is presented with reliance solely upon those certifications.

(7) Fair Value Measurements

A three-tier fair value hierarchy is used to prioritize the inputs used in measuring fair value. The hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under the Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 820, *Fair Value Measurements*, are defined as follows:

- Level 1 Inputs – unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 Inputs – quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument; and
- Level 3 Inputs – unobservable inputs reflecting the Company's own assumptions in measuring the asset or liability at fair value.

The Plan applies the measurement provisions of FASB Accounting Standards Update No. 2009-12, *Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)* to certain investments in funds that do not have readily determinable fair value. This guidance allows for the estimation of the fair value of investments in investment companies for which the investment does not have a readily determinable fair value using net asset value per share or its equivalent as a practical expedient. Net asset value, in many instances, may not equal fair value that would be calculated pursuant to prior fair value guidance.

Following is a description of the valuation methodologies used for assets measured at fair value.

Interest-bearing cash: valued based on cost, which approximates fair value;

Common collective trust funds: valued based on the net asset value of the fund and is redeemable daily;

Mutual funds: valued at quoted market prices on the last business day of the benefit plan year;

Corporate stock: valued at the quoted last reported sales price on the last business day of the benefit plan year;

Corporate debt securities: valued based on yields currently available on comparable securities of issuers with similar credit ratings;

**DEL MONTE CORPORATION
RETIREMENT PLAN**

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December 31, 2012 and 2011

U.S. government securities: securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the benefit plan year. Securities traded in the over-the-counter market and listed securities for which no sale was reported on the last business day of the year are valued at the average of the last reported bid and ask prices;

Limited partnership interests: valued based on the net asset value of the fund and is redeemable monthly (Level 2) or valued based on the net asset value of the partnership and cannot be redeemed prior to the termination of the partnership as provided for in the partnership agreement (Level 3); and

The asset's fair value measurement level is based on the lowest level of any input that is significant to the fair value measurement.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

	Investments at fair value			Total
	Level 1	Level 2	Level 3	
Plan investments:				
Interest-bearing cash	\$ 3,696,348	—	—	3,696,348
Common collective trust funds:				
Fixed income	—	141,985,946	—	141,985,946
Equity index funds	—	100,793,106	—	100,793,106
Equity funds	—	36,359,798	—	36,359,798
Other funds	—	23,535,907	—	23,535,907
Mutual funds:				
Equity funds	34,790,289	—	—	34,790,289
Other funds	8,333	—	—	8,333
Corporate stock	23,024,469	—	—	23,024,469
Corporate debt securities	—	45,897,414	—	45,897,414
U.S. government securities	52,336,424	10,184,503	—	62,520,927
Limited partnership interests	—	—	4,273,443	4,273,443
Other	—	2,225,644	—	2,225,644
Total Plan investments	<u>\$ 113,855,863</u>	<u>360,982,318</u>	<u>4,273,443</u>	<u>479,111,624</u>

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011:

	Investments at fair value			Total
	Level 1	Level 2	Level 3	
Plan investments:				
Interest-bearing cash	\$ 24,833,272	—	—	24,833,272
Common collective trust funds:				
Fixed income	—	126,542,980	—	126,542,980
Equity index funds	—	85,867,349	—	85,867,349
Equity funds	—	24,848,788	—	24,848,788
Other funds	—	21,159,617	—	21,159,617
Mutual funds:				
Equity funds	24,335,281	—	—	24,335,281
Other funds	11,158	—	—	11,158
Corporate stock	18,094,492	—	—	18,094,492
Corporate debt securities	—	41,425,453	—	41,425,453
U.S. government securities	53,753,939	8,941,868	—	62,695,807
Limited partnership interests	—	8,278,887	3,685,926	11,964,813
Other	—	2,824,172	—	2,824,172
Total Plan investments	<u>\$ 121,028,142</u>	<u>319,889,114</u>	<u>3,685,926</u>	<u>444,603,182</u>

Changes in fair value measurements of Level 3 investments during the years ended December 31, 2012 and 2011 were as follows:

	2012	2011
Beginning balance	\$ 3,685,926	4,309,966
Actual return on plan assets relating to assets still held at the reporting date	587,517	(624,040)
Ending balance	<u>\$ 4,273,443</u>	<u>3,685,926</u>

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

(8) Investments

Individual investments that exceed 5% of the Plan's net assets as of December 31, 2012 are separately identified:

Investments at estimated fair value:

Common collective trust funds:

Black Rock Index Fund	\$ 100,793,106
Pyramis Global Advisors Fixed Income Long Duration Fund	83,843,787
Pyramis Global Advisors Fixed Income Core Plus Fund	39,744,752
Capital Guardian International Equity Fund	36,359,798

Mutual funds:

Templeton Foreign Equity	34,790,289
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Total	<u>\$ 295,531,732</u>
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Individual investments that exceed 5% of the Plan's net assets as of December 31, 2011 are separately identified:

Investments at estimated fair value:

Mellon EB Temporary Investment*	\$ 24,832,597
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Common collective trust funds:

Black Rock Index Fund	85,867,349
Pyramis Global Advisors Fixed Income Long Duration Fund	73,924,519
Pyramis Global Advisors Fixed Income Core Plus Fund	35,923,386
Capital Guardian International Equity Fund	24,848,788

Mutual funds:

Templeton Foreign Equity	24,335,281
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Total	<u>\$ 269,731,920</u>
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* Party in interest

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Notes to Financial Statements

December 31, 2012 and 2011

Investment income (loss) for the years ended December 31, 2012 and 2011 is as follows:

	<u>2012</u>	<u>2011</u>
Investments:		
Interest-bearing cash	\$ 500	—
Common collective trust funds	25,389,807	17,873,356
Mutual funds	4,455,566	(4,166,424)
Corporate stock	11,425,394	315,041
Corporate debt securities	3,264,780	4,039,319
Government securities	281,143	9,798,618
Limited partnership interests	1,705,998	(2,141,266)
Other	685,819	291,056
	<u>47,209,007</u>	<u>26,009,700</u>
Net appreciation in fair value of investments		
	47,209,007	26,009,700
Interest	4,123,987	4,578,806
Dividends	1,422,342	1,069,543
	<u>52,755,336</u>	<u>31,658,049</u>
Total investment income	\$ 52,755,336	31,658,049

(9) Subsequent Event

The Company has evaluated subsequent events from the balance sheet date through October 9, 2013, the date at which the financial statements were available to be issued, and determined that there are no items to disclose.

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Issuer	Description of investment including maturity date and rate of interest		Cost	Fair value
Interest-bearing cash:				
BLACKROCK INDEX FUND			\$ 102	102
CAP GUARDIAN INTL FI	12/31/2040	0.0595%	1	1
* DEL MONTE MCM GTAA	12/31/2040	0.0000%	1	1
FISHER INV DOM EQ	12/31/2049	0.0100%	345	345
FISHER INV DOM EQ	12/31/2040	0.0595%	41,497	41,497
KINGDON HEDGE FUND	12/31/2040	0.0595%	1	1
NISA DOM FIXED INC	12/31/2040	0.0595%	459,662	459,662
SKK CASH	12/31/2040	0.0595%	2,611,752	2,611,752
TIMES SQUARE CAP	12/31/2040	0.0595%	576,423	576,423
WR HUFF DOM HI YD	12/31/2040	0.0595%	6,564	6,564
Total interest-bearing cash			3,696,348	3,696,348
Common collective trust funds:				
BLACKROCK INDEX FUND A			84,324,544	100,793,106
CAP GUARDIAN INTL EQUITY FUND			26,911,245	36,359,798
CAP GUARDIAN INTL FIXED INCOME FUND			17,693,927	18,397,407
* DEL MONTE MCM GTAA			21,174,092	23,535,907
PYRAMIS CORE PLUS FIXED INCOME			29,417,524	39,744,752
PYRAMIS FIXED INCOME LONG DURATION FUND			52,017,159	83,843,787
Total common collective trust funds			231,538,491	302,674,757
Mutual funds:				
TEMPLETON FOREIGN EQ			32,795,348	34,790,289
WR HUFF DOM HI YD	10/1/2007		122,609	7,703
WR HUFF DOM HI YD	3/1/2005		50,698	630
Total mutual funds			32,968,655	34,798,622
Corporate stock:				
ACADIA REALTY TRUST			85,818	85,272
ADTRAN INC			100,711	64,482
ADVISORY BOARD CO/THE			56,958	98,259
AERCAP HOLDINGS N V SHS			120,256	122,108
ALIGN TECHNOLOGY INC			67,442	72,150
ALLEGiant TRAVEL CO			96,232	124,797
ALLIANCE DATA SYSTEMS CORP			99,593	231,616
AMDOCS LTD COM			89,210	122,364
ANIXTER INTERNATIONAL INC			181,846	166,668
ANNIE'S INC			89,078	76,889
APOLLO GLOBAL MANAGEMENT LLC			100,639	138,880
ARIAD PHARMACEUTICALS INC			62,635	51,786
ASCENA RETAIL GROUP INC			185,763	182,705
AVISTA CORP			76,405	81,371
BALLY TECHNOLOGIES INC			99,342	107,304
BIOMED REALTY TRUST INC			84,152	85,052
BIO-RAD LABORATORIES INC			136,339	163,353
BOSTON BEER CO INC			141,983	176,802
BRINKER INTERNATIONAL INC			104,290	140,850
BROOKDALE SENIOR LIVING INC			67,201	98,748
CABELA'S INC			116,176	203,949
CAPITOL FEDERAL FINANCIAL INC			56,217	55,820
CLARCOR INC			118,951	129,006
CLEAN HARBORS INC			213,943	242,044
CLECO CORP			37,695	56,014
CLIFFS NATURAL RESOURCES INC			96,706	84,468
COLONIAL PROPERTIES TRUST			140,457	149,056
COMMVAULT SYSTEMS INC			71,999	90,561
CORPORATE EXECUTIVE BOARD CO/T			168,871	204,078
CORPORATE OFFICE PROPERTIES TR			99,038	66,197
COSTAR GROUP INC			114,754	190,358
CYTEC INDUSTRIES INC			69,158	119,764
DARLING INTERNATIONAL INC			164,723	153,182
DAVITA HEALTHCARE PARTNERS INC			88,129	165,795
DENBURY RESOURCES INC			94,715	95,904
DOMINO'S PIZZA INC			209,208	270,872
DRIL-QUIP INC			121,432	146,100

DEL MONTE CORPORATION
RETIREMENT PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Issuer	Description of investment including maturity date and rate of interest	Cost	Fair value
DUNKIN' BRANDS GROUP INC		\$ 80,369	96,222
DUPONT FABROS TECHNOLOGY INC		146,657	135,296
EAST WEST BANCORP INC		114,252	160,638
EDUCATION REALTY TRUST INC		84,268	87,248
ELIZABETH ARDEN INC		103,310	99,697
FAIRCHILD SEMICONDUCTOR INTERN		117,977	178,200
FEI CO		115,988	221,880
FIFTH & PACIFIC COS INC		175,965	175,545
FINISAR CORP		203,713	217,472
FIRST MIDWEST BANCORP INC/IL		82,874	76,998
FIRSTMERIT CORP		150,506	130,903
FLEETCOR TECHNOLOGIES INC		99,161	171,680
FORUM ENERGY TECHNOLOGIES INC		58,124	66,825
GARDNER DENVER INC		80,554	89,050
GENESCO INC		180,576	134,200
GENESEE & WYOMING INC		173,100	243,456
GLACIER BANCORP INC		131,780	105,544
GLOBAL PAYMENTS INC		116,058	122,310
GNC HOLDINGS INC		133,791	123,136
GRACO INC		81,878	102,980
GRAND CANYON EDUCATION INC		70,943	98,574
HAEMONETICS CORP		78,517	114,352
HANESBRANDS INC		88,329	121,788
HARRIS TEETER SUPERMARKETS INC		107,909	110,860
HEARTWARE INTERNATIONAL INC		24,366	25,185
HELMERICH & PAYNE INC		88,265	134,424
HENRY SCHEIN INC		74,799	99,319
HERBALIFE LTD		70,721	62,586
HILL-ROM HOLDINGS INC		135,097	132,525
HMS HOLDINGS CORP		117,751	116,640
HOMEAWAY INC		132,008	118,800
HURON CONSULTING GROUP INC		89,958	87,594
IDACORP INC		77,862	97,538
IHS INC		69,991	105,600
INFORMATICA CORP		135,038	127,344
INGREDION INC		141,011	201,344
JACK HENRY & ASSOCIATES INC		149,607	223,782
JANUS CAPITAL GROUP INC		164,601	168,270
JARDEN CORP		172,800	306,064
JOHN WILEY & SONS INC		98,593	93,432
JONES LANG LASALLE INC		79,499	100,728
JOS A BANK CLOTHIERS INC		111,547	97,934
KANSAS CITY SOUTHERN		46,771	123,133
LAREDO PETROLEUM HOLDINGS INC		62,818	63,560
LAZARD LTD SHS -A-		158,569	132,788
LINCOLN ELECTRIC HOLDINGS INC		86,856	140,929
MACK-CALI REALTY CORP		84,746	79,636
MAGELLAN HEALTH SERVICES INC		78,394	88,200
MANITOWOC CO INC/THE		71,106	79,968
MCDERMOTT INTERNATIONAL INC		107,449	101,935
MEDNAX INC		120,342	143,136
MEN'S WEARHOUSE INC/THE		147,480	158,760
MEREDITH CORP		114,495	110,240
MICROS SYSTEMS INC		148,805	135,808
MICROSEMI CORP		126,096	126,240
MID-AMERICA APARTMENT COMMUNIT		116,733	148,278
MRC GLOBAL INC		108,949	141,678
MSC INDUSTRIAL DIRECT CO		84,804	120,985
MUELLER INDUSTRIES INC		72,666	102,562
NASDAQ OMX GROUP INC/THE		168,623	189,924
NATIONAL RETAIL PROPERTIES INC		81,255	105,300
NCR CORP		124,266	216,580
NETGEAR INC		113,963	115,136
NEUSTAR INC		82,712	125,371
NICE SYSTEMS LTD		131,843	137,268
NORTHWEST NATURAL GAS CO		44,474	42,211
OCEANEERING INTERNATIONAL INC		107,305	184,769
OCH-ZIFF CAPITAL MANAGEMENT GR		129,158	128,250

DEL MONTE CORPORATION
RETIREMENT PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Issuer	Description of investment including maturity date and rate of interest	Cost	Fair value
OIL STATES INTERNATIONAL INC		\$ 69,662	85,848
OMNIVISION TECHNOLOGIES INC		167,832	130,240
ONYX PHARMACEUTICALS INC		30,563	75,530
ORBITAL SCIENCES CORP		89,652	74,358
PAREXEL INTERNATIONAL CORP		146,155	187,897
PERRIGO CO		68,787	164,367
PLEXUS CORP		87,673	82,044
PMC - SIERRA INC		207,454	157,029
PROASSURANCE CORP		124,059	143,446
PROSPERITY BANCSHARES INC		144,195	131,040
PROTECTIVE LIFE CORP		136,401	145,758
QLIK TECHNOLOGIES INC		146,741	147,696
RAYMOND JAMES FINANCIAL INC		114,601	175,504
REGAL-BELOIT CORP		183,441	226,209
RENAISSANCE RE HOLDINGS LTD		179,482	235,654
REXNORD HOLDINGS INC		87,010	106,500
ROBERT HALF INTERNATIONAL INC		138,493	152,736
ROWAN COS PLC		106,659	96,937
RPM INTERNATIONAL INC DELAWARE		175,792	217,264
RYLAND GROUP INC		154,574	259,150
SAKS INC		166,079	154,497
SALIX PHARMACEUTICALS LTD		110,731	93,086
SALLY BEAUTY HOLDINGS INC		55,031	196,810
SALLY BEAUTY HOLDINGS INC		108,626	129,635
SBA COMMUNICATIONS CORP		176,682	376,194
SCOTT'S MIRACLE-GRO CO/THE		92,877	101,315
SEMTECH CORP		112,098	121,590
SENIOR HOUSING PROPERTIES TRUS		110,799	121,864
SIRONA DENTAL SYSTEMS INC		59,952	109,582
SOLARWINDS INC		76,256	120,635
SOLERA HOLDINGS INC		190,438	245,962
SOTHEBY'S		109,293	115,989
SOVRAN SELF STORAGE INC		115,511	175,433
STERIS CORP		131,584	154,028
STILLWATER MINING CO		111,392	122,369
SUSQUEHANNA BANCSHARES INC		168,934	173,130
SVB FINANCIAL GROUP		132,099	204,011
TCF FINANCIAL CORP		48,710	49,815
TEAM HEALTH HOLDINGS INC		129,422	138,096
TECH DATA CORP		145,743	149,794
TELEDYNE TECHNOLOGIES INC		92,842	114,849
TERADYNE INC		54,741	67,560
TORO CO/THE		72,983	111,318
TRANSDIGM GROUP INC		71,676	163,632
TREEHOUSE FOODS INC		132,467	128,761
TRIMBLE NAVIGATION LTD		67,359	95,648
TRIQUINT SEMICONDUCTOR INC		132,356	111,211
ULTIMATE SOFTWARE GROUP INC		126,809	151,056
UNITED NATURAL FOODS INC		85,683	133,975
UTI WORLDWIDE INC SHS		136,064	96,882
VANGUARD HEALTH SYSTEMS INC		62,911	51,450
VANTIV INC		94,418	98,016
VEECO INSTRUMENTS INC		147,049	137,718
VOLCANO CORP		71,727	66,108
WABCO HOLDINGS INC		89,159	149,937
WADDELL & REED FINANCIAL INC		161,235	207,179
WATSCO INC		76,066	82,390
WEBSTER FINANCIAL CORP		126,839	109,943
WESCO INTERNATIONAL INC		116,973	155,089
WEST PHARMACEUTICAL SERVICES I		110,682	113,880
WESTAMERICA BANCORPORATION		145,019	122,659
WEX INC		121,204	241,184
WHITEWAVE FOODS CO		93,595	79,254
WHITING PETROLEUM CORP		98,204	108,425
WNS HOLDINGS LTD		83,857	87,612
WOODWARD INC		109,060	122,016

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Issuer	Description of investment including maturity date and rate of interest		Cost	Fair value
WR BERKLEY CORP			\$ 57,776	64,158
WRIGHT MEDICAL GROUP INC			122,492	157,425
ZIONS BANCORPORATION			101,980	104,860
Total corporate stock			19,333,565	23,024,469
Corporate debt securities:				
ABBVIE INC 144A	11/6/2017	1.7500%	109,770	111,197
ABBVIE INC 144A	11/6/2042	4.4000%	69,275	74,419
ACTAVIS INC	10/1/2042	4.6300%	95,067	98,907
ADELPHIA COM ESCROW	7/15/2008	0.0000%	-	1,300
ADT CORP/THE 144A	7/15/2042	4.8800%	177,580	166,107
ALLSTATE CORP/THE	1/15/2042	5.2000%	49,804	59,342
ALLTEL CORP	3/15/2016	7.0000%	211,922	207,582
ALLTEL CORP	7/1/2032	7.8800%	50,022	62,719
ALTRIA GROUP INC	11/10/2038	9.9500%	280,744	321,251
ALTRIA GROUP INC	2/6/2039	10.2000%	124,534	150,555
AMAZON.COM INC	11/29/2022	2.5000%	143,718	142,915
AMERICA MOVIL SAB DE CV	3/1/2035	6.3800%	80,649	85,550
AMERICA MOVIL SAB DE CV	3/30/2040	6.1300%	131,062	151,299
AMERICAN INTERNATIONAL GROUP I	11/15/2037	6.8200%	330,777	411,686
AMGEN INC	10/1/2041	4.9500%	187,413	214,964
AMGEN INC	11/15/2041	5.1500%	73,157	73,149
ANADARKO PETROLEUM CORP	9/15/2036	6.4500%	40,194	43,847
ANHEUSER-BUSCH INBEV WORLDWIDE	7/15/2022	2.5000%	109,470	110,689
AON CORP	1/1/2027	8.2100%	120,000	125,669
AON CORP	9/30/2040	6.2500%	30,668	38,990
AON CORP	9/30/2020	5.0000%	84,692	97,003
APACHE CORP	4/15/2043	4.7500%	119,670	130,633
APACHE CORP	1/15/2044	4.2500%	84,269	86,843
ARIZONA PUBLIC SERVICE CO	4/1/2042	4.5000%	69,338	74,444
ASTRAZENECA PLC	9/18/2042	4.0000%	44,720	45,516
AT&T CORP	11/15/2031	8.0000%	126,096	151,332
AT&T INC	9/1/2037	6.5000%	220,235	270,731
AT&T INC	1/15/2038	6.3000%	216,544	243,624
AT&T INC 144A	12/15/2042	4.3000%	314,216	309,340
AT&T INC 144A	6/15/2045	4.3500%	174,541	171,770
AT&T MOBILITY LLC	12/15/2031	7.1300%	271,764	275,534
BANK OF AMERICA CORP	10/14/2016	5.6300%	34,432	39,575
BANK OF AMERICA CORP	2/7/2042	5.8800%	153,344	174,663
BANK ONE CORP	4/29/2027	8.0000%	122,527	133,981
BARRICK GOLD CORP	4/1/2042	5.2500%	219,604	241,945
BARRICK PD AUSTRALIA FINANCE P	10/15/2039	5.9500%	83,930	98,170
BAT INTERNATIONAL FINANCE 144A	6/7/2022	3.2500%	79,251	83,387
BAXTER INTERNATIONAL INC	8/15/2042	3.6500%	84,325	83,425
BERKSHIRE HATHAWAY FINANCE COR	5/15/2042	4.4000%	62,953	62,074
BESTFOODS	12/15/2026	7.2500%	66,668	79,937
BP CAPITAL MARKETS PLC	3/10/2019	4.7500%	96,741	98,557
BP CAPITAL MARKETS PLC	11/1/2021	3.5600%	115,000	124,268
BURLINGTON NORTHERN SANTA FE L	5/1/2040	5.7500%	195,704	240,400
BURLINGTON NORTHERN SANTA FE L	3/15/2042	4.4000%	182,918	188,928
BURLINGTON RESOURCES FINANCE C	8/15/2031	7.2000%	51,083	70,255
CANADIAN NATURAL RESOURCES LTD	2/1/2035	5.8500%	96,062	98,292
CANADIAN OIL SANDS LTD 144A	4/1/2042	6.0000%	165,581	193,781
CANADIAN PACIFIC RAILWAY LTD	1/15/2042	5.7500%	53,671	67,063
CATERPILLAR FINANCIAL SERVICES	9/1/2017	5.8500%	301,133	300,200
CATERPILLAR INC	5/27/2041	5.2000%	91,229	109,733
CATERPILLAR INC	8/15/2042	3.8000%	256,481	266,001
CATHOLIC HEALTH INITIATIVES	11/1/2042	4.3500%	124,734	127,479
CBS CORP	7/1/2042	4.8500%	215,207	228,974

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CELLCO PARTNERSHIP / VERIZON W	11/15/2018	8.5000%	\$ 207,987	206,355
CENTURYLINK INC	9/15/2039	7.6000%	65,713	67,470
CIGNA CORP	3/15/2041	5.8800%	55,511	66,769
CINCINNATI FINANCIAL CORP	5/15/2028	6.9200%	86,250	141,080
CISCO SYSTEMS INC	2/15/2019	4.9500%	215,588	236,764
CITIGROUP INC	1/15/2028	6.6300%	63,517	72,176
CITIGROUP INC	2/22/2033	5.8800%	37,058	37,094
CITIGROUP INC	10/31/2033	6.0000%	104,971	102,390
CITIGROUP INC	12/11/2034	5.8500%	68,952	83,243
CITIGROUP INC	8/25/2036	6.1300%	143,641	174,381
CITIGROUP INC	5/29/2037	5.8800%	64,502	66,185
CITIGROUP INC	3/5/2038	6.8800%	58,901	59,241
CITIGROUP INC	7/15/2039	8.1300%	181,546	179,654
CLEVELAND ELECTRIC ILLUMINATIN	12/15/2013	5.6500%	136,093	130,581
COMCAST CORP	6/15/2035	5.6500%	317,027	334,399
COMCAST CORP	3/15/2037	6.4500%	310,487	327,214
COMCAST CORP	5/15/2038	6.4000%	51,847	51,109
COMCAST CORP	7/1/2039	6.5500%	100,286	98,461
COMMONWEALTH REIT	11/1/2015	5.7500%	89,729	93,745
CONAGRA FOODS INC	10/1/2026	7.1300%	12,012	12,792
CONOCO FUNDING CO	10/15/2031	7.2500%	135,898	162,062
CONSOLIDATED NATURAL GAS CO	12/1/2014	5.0000%	27,898	32,265
CORP NACIONAL DEL COBRE D 144A	7/17/2042	4.2500%	201,560	203,590
COSTCO WHOLESALE CORP	12/15/2017	1.1300%	199,960	201,340
CSX CORP	5/1/2017	5.6000%	118,079	122,655
CVS CAREMARK CORP	5/15/2041	5.7500%	118,844	149,407
DEERE & CO	6/8/2022	2.6000%	159,594	162,016
DEERE & CO	6/9/2042	3.9000%	205,235	204,410
DEUTSCHE TELEKOM INTERNATIONAL	6/1/2032	9.2500%	208,527	247,578
DEVON ENERGY CORP	7/15/2041	5.6000%	306,435	326,659
DIAGEO CAPITAL PLC	1/15/2014	7.3800%	335,216	310,161
DIGITAL REALTY TRUST LP	10/1/2022	3.6300%	44,408	44,196
DIRECTV HOLDINGS LLC / DIRECTV	3/15/2040	6.3500%	150,302	154,985
DIRECTV HOLDINGS LLC / DIRECTV	8/15/2040	6.0000%	136,744	144,245
DIRECTV HOLDINGS LLC / DIRECTV	3/1/2041	6.3800%	103,619	104,150
DOMTAR CORP	9/1/2042	6.2500%	119,497	126,288
DOW CHEMICAL CO/THE	11/15/2042	4.3800%	210,626	213,605
DR PEPPER SNAPPLE GROUP INC	5/1/2038	7.4500%	117,569	123,769
DR PEPPER SNAPPLE GROUP INC	1/15/2016	2.9000%	222,350	231,807
DUKE ENERGY CAROLINAS LLC	6/1/2037	6.1000%	109,585	126,613
DUKE ENERGY CAROLINAS LLC	12/15/2041	4.2500%	205,563	204,204
DUKE ENERGY CAROLINAS LLC	9/30/2042	4.0000%	133,925	136,072
DUKE ENERGY PROGRESS INC	1/15/2019	5.3000%	328,932	360,801
EBAY INC	7/15/2042	4.0000%	74,857	73,044
ECOLAB INC	12/8/2021	4.3500%	69,955	78,133
ECOLAB INC	12/8/2041	5.5000%	121,109	137,200
EMBARQ CORP	6/1/2036	8.0000%	118,529	115,975
ENERGY TRANSFER PARTNERS LP	10/15/2036	6.6300%	119,655	135,035
ENTERPRISE PRODUCTS OPERATING	10/15/2034	6.6500%	82,639	98,931
ENTERPRISE PRODUCTS OPERATING	2/15/2042	5.7000%	85,895	87,837
ESCROW CB ADELPHIA COM	9/21/2012	0.0000%	-	1,625
ESCROW CB ADELPHIA COM	5/1/2009	7.8800%	-	618
EXELON GENERATION CO LLC 144A	6/15/2042	5.6000%	186,095	194,019
EXPRESS SCRIPTS HOLDING CO	6/15/2014	6.2500%	114,888	113,072
FIFTH THIRD BANCORP	3/1/2038	8.2500%	182,979	243,095
FLORIDA POWER & LIGHT CO	2/1/2037	5.6500%	40,846	50,690
FLORIDA POWER & LIGHT CO	2/1/2041	5.2500%	125,021	141,256
FLORIDA POWER & LIGHT CO	6/1/2042	4.0500%	79,888	83,318

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FRANKLIN RESOURCES INC	9/15/2022	2.8000%	\$ 109,725	111,344
GENERAL DYNAMICS CORP	11/15/2042	3.6000%	59,748	57,720
GENERAL ELECTRIC CAPITAL CORP	8/7/2037	6.1500%	83,450	99,456
GENERAL ELECTRIC CAPITAL CORP	1/14/2038	5.8800%	333,411	331,719
GENERAL ELECTRIC CAPITAL CORP	1/10/2039	6.8800%	70,023	67,965
GENERAL ELECTRIC CAPITAL CORP	3/15/2032	6.7500%	291,503	292,214
GENERAL ELECTRIC CO	10/9/2042	4.1300%	94,465	97,722
GLAXOSMITHKLINE CAPITAL INC	5/15/2013	4.8500%	104,779	106,762
GLAXOSMITHKLINE CAPITAL PLC	5/8/2022	2.8500%	55,987	57,126
GOLDMAN SACHS GROUP INC/THE	2/15/2033	6.1300%	58,036	58,526
GOLDMAN SACHS GROUP INC/THE	10/1/2037	6.7500%	494,936	543,998
GOLDMAN SACHS GROUP INC/THE	5/1/2036	6.4500%	85,367	87,747
GOOGLE INC	5/19/2016	2.1300%	258,580	271,492
GRUPO BIMBO SAB DE CV 144A	1/25/2022	4.5000%	209,094	224,026
GTE CORP	4/15/2018	6.8400%	285,624	312,993
GTE CORP	4/15/2028	6.9400%	145,456	192,907
HARSCO CORP	10/15/2015	2.7000%	242,648	248,744
HARTFORD FINANCIAL SERVICES GR	10/1/2041	6.1000%	102,546	124,785
HARTFORD FINANCIAL SERVICES GR	4/15/2042	6.6300%	35,495	44,501
HASBRO INC	3/15/2040	6.3500%	248,706	296,402
HEINEKEN NV 144A	10/1/2017	1.4000%	169,439	169,487
HESS CORP	8/15/2031	7.3000%	161,506	181,809
HESS CORP	1/15/2040	6.0000%	79,574	97,595
HESS CORP	2/15/2041	5.6000%	86,762	94,614
HEWLETT-PACKARD CO	9/15/2041	6.0000%	53,522	49,495
HP ENTERPRISE SERVICES LLC	8/1/2013	6.0000%	42,778	41,007
HSBC BANK USA NA	1/15/2039	7.0000%	123,732	141,947
HSBC HOLDINGS PLC	11/27/2032	7.3500%	65,372	85,794
HYDRO-QUEBEC	12/1/2029	8.5000%	359,592	370,778
ILLINOIS TOOL WORKS INC	9/1/2042	3.9000%	269,097	277,425
INTEL CORP	10/1/2041	4.8000%	169,310	181,601
INTEL CORP	12/15/2032	4.0000%	170,161	168,978
INTERNATIONAL PAPER CO	8/15/2021	7.5000%	41,432	45,804
INTERNATIONAL PAPER CO	11/15/2039	7.3000%	50,985	61,000
JERSEY CENTRAL POWER & LIGHT C	2/1/2019	7.3500%	39,949	51,093
JOHN SEVIER COMBINED CYCLE GEN	1/15/2042	4.6300%	200,193	221,723
JOHNSON & JOHNSON	8/15/2037	5.9500%	166,826	201,086
JOHNSON CONTROLS INC	12/1/2041	5.2500%	79,940	90,484
JPMORGAN CHASE & CO	10/15/2040	5.5000%	43,618	48,898
JPMORGAN CHASE & CO	1/15/2016	2.6000%	70,889	72,770
JPMORGAN CHASE & CO	7/15/2041	5.6000%	123,763	148,613
JPMORGAN CHASE & CO	9/23/2022	3.2500%	79,568	82,382
JPMORGAN CHASE & CO	1/6/2042	5.4000%	35,743	36,153
JPMORGAN CHASE & CO	8/15/2017	2.0000%	389,302	398,385
JPMORGAN CHASE BANK NA	10/1/2017	6.0000%	257,727	272,283
KENNAMETAL INC	2/15/2022	3.8800%	64,920	67,874
KIMBERLY-CLARK CORP	7/15/2018	6.2500%	355,740	357,382
KINDER MORGAN ENERGY PARTNERS	3/15/2035	5.8000%	188,247	216,492
KINROSS GOLD CORP	9/1/2041	6.8800%	99,181	101,768
KRAFT FOODS GROUP INC 144A	6/4/2042	5.0000%	405,869	438,555
LOCKHEED MARTIN CORP 144A	12/15/2042	4.0700%	118,141	116,950
LORILLARD TOBACCO CO	8/4/2041	7.0000%	25,476	30,354
LOWE'S COS INC	9/15/2037	6.6500%	127,266	136,972
LOWE'S COS INC	4/15/2040	5.8000%	52,345	57,280
LOWE'S COS INC	4/15/2042	4.6500%	144,397	161,443
MACY'S RETAIL HOLDINGS INC	3/15/2037	6.3800%	199,120	198,624
MACY'S RETAIL HOLDINGS INC	2/15/2043	4.3000%	49,810	48,650
MARATHON OIL CORP	11/1/2022	2.8000%	119,708	120,744

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MARATHON PETROLEUM CORP	3/1/2041	6.5000%	\$ 74,918	76,024
MARSH & MCLENNAN COS INC	8/1/2033	5.8800%	52,671	52,486
MASSACHUSETTS ELECTRIC CO 144A	11/15/2039	5.9000%	64,783	82,397
MASSACHUSETTS MUTUAL LIFE 144A	6/1/2039	8.8800%	81,875	83,052
MCDONALD'S CORP	2/15/2042	3.7000%	93,822	99,221
MEDCO HEALTH SOLUTIONS INC	3/15/2018	7.1300%	209,605	218,138
MEMORIAL SLOAN-KETTERING CANCER	7/1/2042	5.0000%	105,473	121,681
MERCK & CO INC	3/1/2028	6.4000%	116,619	138,432
MERCK & CO INC	12/1/2033	6.5000%	137,049	143,207
MERRILL LYNCH & CO INC	2/5/2013	5.4500%	75,401	75,326
MERRILL LYNCH & CO INC	5/14/2038	7.7500%	108,055	123,662
METLIFE CAPITAL TRUST X	4/8/2068	9.2500%	153,125	172,500
METLIFE INC	8/1/2039	10.7500%	34,544	37,750
METLIFE INC	2/6/2041	5.8800%	44,676	44,316
MICROSOFT CORP	6/1/2039	5.2000%	246,313	226,379
MICROSOFT CORP	2/8/2041	5.3000%	44,635	56,376
MIDAMERICAN ENERGY HOLDINGS CO	9/15/2028	8.4800%	169,845	191,101
MIDAMERICAN ENERGY HOLDINGS CO	4/1/2036	6.1300%	103,324	107,299
MIDAMERICAN ENERGY HOLDINGS CO	5/15/2037	5.9500%	194,178	228,420
MONDELEZ INTERNATIONAL INC	2/1/2038	6.8800%	179,229	193,530
MORGAN STANLEY	4/28/2015	6.0000%	68,992	70,799
MORGAN STANLEY	9/23/2019	5.6300%	225,824	248,816
MORGAN STANLEY	7/24/2042	6.3800%	16,409	17,585
MURPHY OIL CORP	12/1/2042	5.1300%	99,741	97,325
NABISCO INC	6/15/2015	7.5500%	458,435	446,481
NATIONAL RURAL UTILITIES 144A	11/1/2032	4.0200%	160,470	166,551
NATIONWIDE MUTUAL INSURANCE 144A	8/15/2039	9.3800%	67,325	84,425
NBCUNIVERSAL MEDIA LLC	1/15/2043	4.4500%	69,761	70,885
NEVADA POWER CO	9/15/2040	5.3800%	95,192	101,663
NEW YORK LIFE INSURANCE CO 144A	11/15/2039	6.7500%	68,826	76,077
NEWMONT MINING CORP	4/1/2035	5.8800%	47,196	57,116
NEWMONT MINING CORP	10/1/2039	6.2500%	140,771	144,521
NEWMONT MINING CORP	3/15/2042	4.8800%	64,442	66,944
NEWS AMERICA INC	12/1/2045	7.7500%	88,550	106,004
NEWS AMERICA INC	12/15/2034	6.2000%	179,902	211,951
NEWS AMERICA INC	12/15/2035	6.4000%	76,159	86,895
NEWS AMERICA INC	3/1/2037	6.1500%	327,981	386,590
NEXEN INC	7/30/2039	7.5000%	61,370	72,367
NISOURCE FINANCE CORP	1/15/2019	6.8000%	113,414	122,710
NISOURCE FINANCE CORP	2/15/2043	5.2500%	49,932	52,926
NOBLE HOLDING INTERNATIONAL LTD	3/1/2041	6.0500%	93,532	99,491
NORTHWESTERN MUTUAL LIFE 144A	3/30/2040	6.0600%	301,635	344,706
OGLETHORPE POWER CORP	9/1/2050	5.2500%	111,730	115,072
OGLETHORPE POWER CORP	12/1/2042	4.2000%	34,799	34,274
OGLETHORPE POWER CORP	11/1/2040	5.3800%	140,920	169,779
ONCOR ELECTRIC DELIVERY CO LLC	1/15/2033	7.2500%	122,803	137,481
ONCOR ELECTRIC DELIVERY CO LLC	5/1/2032	7.0000%	170,481	190,718
ONCOR ELECTRIC DELIVERY CO LLC	9/30/2017	5.0000%	84,376	91,325
ORACLE CORP	7/15/2040	5.3800%	146,144	180,790
ORACLE CORP	10/15/2017	1.2000%	124,784	125,371
ORACLE CORP	10/15/2022	2.5000%	124,848	126,126
PACIFIC GAS & ELECTRIC CO	3/1/2037	5.8000%	48,480	61,857
PACIFIC GAS & ELECTRIC CO	4/15/2042	4.4500%	205,369	218,831
PACIFICORP	8/1/2036	6.1000%	123,428	151,767
PACIFICORP	4/1/2037	5.7500%	61,044	75,935
PEOPLES UNITED FIN INC	12/6/2022	3.6500%	49,834	50,260
PEPSI BOTTLING GROUP INC/THE	3/1/2029	7.0000%	142,881	143,629
PEPSIAMERICAS INC	1/15/2015	4.8800%	381,171	379,071

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PEPSICO INC	8/13/2042	3.6000%	\$ 127,865	126,663
PETRO-CANADA	5/15/2018	6.0500%	19,837	24,322
PETROLEOS MEXICANOS	6/27/2044	5.5000%	127,332	126,500
PHILIP MORRIS INTERNATIONAL IN	8/21/2042	3.8800%	186,321	191,030
PHILIP MORRIS INTERNATIONAL IN	5/16/2018	5.6500%	260,955	284,912
PITNEY BOWES INC	1/15/2037	5.2500%	72,485	71,408
PLAINS ALL AMER PIPELINE	1/31/2023	2.8500%	69,826	69,354
PPL ELECTRIC UTILITIES CORP	8/15/2037	6.4500%	76,657	97,054
PROCTER & GAMBLE - ESOP	1/1/2021	9.3600%	91,952	95,865
PRUDENTIAL FINANCIAL INC	6/15/2043	5.6300%	99,746	103,630
PRUDENTIAL FINANCIAL INC	6/13/2035	5.4000%	30,674	32,569
PRUDENTIAL FINANCIAL INC	6/21/2040	6.6300%	77,477	81,665
PUBLIC SERVICE CO OF COLORADO	8/1/2038	6.5000%	74,066	84,196
PUBLIC SERVICE CO OF COLORADO	9/15/2042	3.6000%	154,464	150,471
QUEST DIAGNOSTICS INC	7/1/2017	6.4000%	64,861	76,573
RALCORP HOLDINGS INC	8/15/2039	6.6300%	96,803	114,325
REED ELSEVIER CAPITAL INC 144A	10/15/2022	3.1300%	117,992	117,799
REPUBLIC SERVICES INC	3/1/2040	6.2000%	158,603	188,247
REYNOLDS AMERICAN INC	11/1/2042	4.7500%	64,414	65,577
RIO TINTO FINANCE USA LTD	9/20/2021	3.7500%	119,693	128,316
RIO TINTO FINANCE USA PLC	3/22/2042	4.7500%	59,159	66,341
RIO TINTO FINANCE USA PLC	8/21/2042	4.1300%	253,100	264,511
ROCHE HOLDINGS INC 144A	3/1/2039	7.0000%	55,533	67,803
ROWAN COS INC	12/1/2042	5.4000%	79,660	81,016
SAFEWAY INC	2/1/2031	7.2500%	146,366	140,647
SCHNEIDER ELECTRIC SA 144A	9/27/2022	2.9500%	141,025	141,106
SCIENCE APPLICATIONS INTERNATI	7/1/2033	5.5000%	51,886	49,251
SEMPRA ENERGY	10/1/2022	2.8800%	69,976	70,169
SIEMENS FINANCIERINGSMAATSCHAP	8/17/2026	6.1300%	156,771	184,085
SMITHS GROUP PLC 144A	10/12/2022	3.6300%	159,654	159,069
SOUTH CAROLINA ELECTRIC & GAS	2/1/2032	6.6300%	166,846	171,825
SOUTHERN CALIFORNIA EDISON CO	1/15/2016	5.0000%	222,012	224,252
SOUTHERN CALIFORNIA EDISON CO	12/1/2041	3.9000%	99,438	101,496
STATOIL ASA	8/17/2040	5.1000%	56,160	54,218
STATOIL ASA	1/15/2028	6.8000%	311,039	352,568
STATOIL ASA	1/15/2029	7.1500%	44,189	42,777
SUNCOR ENERGY INC	6/1/2018	6.1000%	172,918	201,270
SUNCOR ENERGY INC	6/1/2039	6.8500%	63,105	69,077
SWISS RE SOLUTIONS HOLDING COR	2/15/2026	7.0000%	63,000	101,700
SWISS RE SOLUTIONS HOLDING COR	6/15/2030	7.7500%	98,448	126,322
SWISS RE TREASURY US CORP 144A	12/6/2042	4.2500%	49,225	49,547
SYSTEM ENERGY RESOURCES INC	4/1/2023	4.1000%	99,813	103,414
TARGET CORP	7/1/2042	4.0000%	153,079	159,244
TEACHERS INSURANCE & ANNU 144A	12/16/2039	6.8500%	177,559	203,442
TELECOM ITALIA CAPITAL SA	10/1/2015	5.2500%	83,734	85,120
TELECOM ITALIA CAPITAL SA	7/18/2036	7.2000%	27,135	26,100
TEVA PHARMACEUTICAL FINANCE IV	3/18/2020	2.2500%	199,910	201,786
TEXAS EASTERN TRANSMISSIO 144A	10/15/2022	2.8000%	64,871	65,021
TIME WARNER CABLE INC	7/1/2018	6.7500%	211,196	224,852
TIME WARNER CABLE INC	9/15/2042	4.5000%	183,962	180,421
TIME WARNER ENTERTAINMENT CO L	3/15/2023	8.3800%	38,109	42,401
TIME WARNER ENTERTAINMENT CO L	7/15/2033	8.3800%	164,841	160,542
TIME WARNER INC	5/1/2032	7.7000%	268,480	314,591
TIME WARNER INC	7/15/2040	6.1000%	137,698	169,501
TOSCO CORP	1/1/2027	7.8000%	80,659	88,388
TRANSCANADA PIPELINES LTD	1/15/2039	7.6300%	129,414	157,958
TRANSOCEAN INC	3/15/2038	6.8000%	133,291	140,780
TRANSOCEAN INC	12/15/2021	6.3800%	62,581	66,842

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TUFTS UNIVERSITY	4/15/2112	5.0200%	\$ 30,000	33,330
TURLOCK CORP 144A	11/2/2032	4.0000%	164,485	169,704
UNILEVER CAPITAL CORP	11/15/2032	5.9000%	129,689	137,233
UNION ELECTRIC CO	9/15/2042	3.9000%	89,527	91,203
UNION PACIFIC CORP	1/15/2019	7.8800%	302,715	298,443
UNION PACIFIC CORP	9/15/2041	4.7500%	67,899	67,302
UNITED STATES CELLULAR CORP	12/15/2033	6.7000%	133,264	141,647
UNITED TECHNOLOGIES CORP	4/15/2040	5.7000%	73,376	90,007
UNITED TECHNOLOGIES CORP	6/1/2042	4.5000%	207,411	233,344
UNITEDHEALTH GROUP INC	6/15/2037	6.5000%	125,343	144,900
URS CORP 144A	4/1/2022	5.0000%	169,835	175,010
VALE OVERSEAS LTD	11/21/2036	6.8800%	250,942	260,312
VALE SA	9/11/2042	5.6300%	107,053	113,988
VERIZON COMMUNICATIONS INC	2/15/2038	6.4000%	227,004	284,313
VERIZON COMMUNICATIONS INC	4/15/2018	6.1000%	70,710	79,923
VERIZON COMMUNICATIONS INC	4/15/2038	6.9000%	107,607	120,971
VERIZON COMMUNICATIONS INC	3/28/2014	1.9500%	194,741	198,526
VERIZON NEW ENGLAND INC	11/15/2029	7.8800%	59,752	66,425
VIACOM INC 144A	3/15/2043	4.3800%	244,562	246,911
WACHOVIA CORP	8/1/2026	7.5700%	79,900	110,008
WACHOVIA CORP	8/1/2035	5.5000%	58,390	56,856
WALGREEN CO	9/15/2042	4.4000%	87,523	86,499
WAL-MART STORES INC	9/1/2035	5.2500%	132,869	139,702
WAL-MART STORES INC	8/15/2037	6.5000%	178,334	175,775
WAL-MART STORES INC	4/15/2038	6.2000%	146,917	176,651
WAL-MART STORES INC	4/1/2040	5.6300%	114,840	142,674
WAL-MART STORES INC	10/25/2040	5.0000%	202,240	211,743
WALT DISNEY CO/THE	12/1/2042	3.7000%	134,031	135,142
WASTE MANAGEMENT INC	7/15/2028	7.0000%	233,354	271,044
WASTE MANAGEMENT INC	8/1/2026	7.1000%	148,700	146,885
WASTE MANAGEMENT INC	9/15/2022	2.9000%	159,696	158,312
WEATHERFORD INTERNATIONAL LTD/	8/1/2036	6.5000%	200,047	211,580
WELLPOINT INC	5/15/2042	4.6300%	31,067	30,985
WELLPOINT INC	1/15/2043	4.6500%	149,132	156,318
WILLIAMS COS INC/THE	1/15/2023	3.7000%	114,680	115,995
WYETH LLC	4/1/2037	5.9500%	204,696	253,441
XCEL ENERGY INC	5/15/2020	4.7000%	84,305	87,707
Total corporate debt securities			42,603,000	45,897,414
U.S. government securities:				
BAY AREA CA TOLL AUTH TOLL BRI	4/1/2040	6.9180%	20,073	27,727
BAY AREA CA TOLL AUTH TOLL BRI	4/1/2050	7.0430%	125,232	139,385
BAY AREA CA TOLL AUTH TOLL BRI	10/1/2050	6.9070%	36,100	35,588
CALIFORNIA ST	4/1/2034	7.5000%	201,305	265,546
CALIFORNIA ST	10/1/2039	7.3000%	227,511	313,439
CALIFORNIA ST	11/1/2039	7.3500%	111,658	112,116
CHICAGO IL BRD OF EDU	12/1/2039	6.1380%	109,978	118,966
CURATORS OF THE UNIV OF MISSOU	11/1/2039	5.9600%	45,091	52,504
CURATORS OF THE UNIV OF MISSOU	11/1/2041	5.7920%	40,000	54,162
DALLAS TX AREA RAPID TRANSIT S	12/1/2044	5.9990%	33,952	33,628
DALLAS TX AREA RAPID TRANSIT S	12/1/2048	5.0220%	42,304	54,287
DALLAS TX AREA RAPID TRANSIT S	12/1/2041	4.9220%	39,060	41,888
DALLAS TX INDEP SCH DIST	2/15/2035	6.4500%	81,911	88,247
DENVER CO PUBLIC SCHS COPS	12/15/2037	7.0170%	179,523	222,458
DIST OF COLUMBIA INCOME TAX SE	12/1/2034	5.5910%	69,072	68,307
EAST BAY CA MUNI UTILITY DIST	6/1/2040	5.8740%	69,258	86,462
FEDERAL HOME LN BK CONS BD	7/15/2036	5.5000%	111,426	151,352

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Issuer	Description of investment including maturity date and rate of interest		Cost	Fair value
FEDERAL HOME LN MTG CORP	3/15/2031	6.7500%	\$ 551,394	584,014
FEDERAL HOME LN MTG CORP	1/13/2022	2.3750%	820,966	861,853
FEDERAL HOME LN MTG CORP	6/29/2017	1.0000%	679,660	688,446
FEDERAL NATL MTG ASSN	11/15/2030	6.6250%	469,574	571,125
FEDERAL NATL MTG ASSN	10/26/2017	0.8750%	479,971	481,944
FISCAL YEAR 2005 SECURITIZATIO	4/1/2020	4.9300%	128,953	136,843
ILLINOIS ST	6/1/2033	5.1000%	50,647	59,350
LOS ANGELES CA UNIF SCH DIST	5/1/2027	5.9810%	68,802	80,465
LOS ANGELES CA UNIF SCH DIST	7/1/2029	5.7550%	54,032	58,556
LOS ANGELES CA UNIF SCH DIST	7/1/2034	5.7500%	224,236	226,628
MET TRANSPRTN AUTH NY REVENUE	11/15/2040	6.8140%	110,564	146,175
MUNI ELEC AUTH OF GEORGIA	4/1/2057	6.6370%	101,226	108,134
N TX TOLLWAY AUTH REVENUE	1/1/2049	6.7180%	84,968	101,810
NEW JERSEY ST TURNPIKE AUTH	1/1/2040	7.4140%	87,762	89,050
NEW JERSEY ST TURNPIKE AUTH	1/1/2041	7.1020%	214,705	262,339
NEW YORK CITY NY TRANSITIONAL	8/1/2037	5.5080%	138,750	175,039
NEW YORK CITY NY TRANSITIONAL	11/1/2038	5.5720%	85,665	87,709
NEW YORK CITY NY TRANSITIONAL	8/1/2036	5.7670%	65,673	80,926
NEW YORK NY	10/1/2031	5.2060%	64,657	75,455
NEW YORK NY	3/1/2036	5.9680%	62,196	77,816
NEW YORK NY	12/1/2037	6.2710%	45,601	60,584
NEW YORK ST DORM AUTH ST PERSO	3/15/2040	5.6000%	68,757	70,203
NEW YORK ST DORM AUTH ST PERSO	3/15/2039	5.6280%	105,025	105,317
NEW YORK ST URBAN DEV CORP REV	3/15/2039	5.7700%	191,394	233,835
NEW YORK ST URBAN DEV CORP REV	3/15/2040	5.8380%	55,000	69,453
ORANGE CNTY CA LOCAL TRANSPRTN	2/15/2041	6.9080%	10,230	14,008
OREGON ST	6/1/2027	5.8920%	188,629	230,222
PORT OF SEATTLE WA REVENUE	5/1/2036	7.0000%	75,601	76,887
REGL TRANSPRTN DIST CO SALES T	11/1/2050	5.8440%	108,564	149,370
SAN ANTONIO TX ELEC & GAS REVE	2/1/2041	5.7180%	77,576	84,373
SAN ANTONIO TX ELEC & GAS REVE	2/1/2042	4.4270%	110,000	118,889
SAN DIEGO CNTY CA REGL TRANSPR	4/1/2048	5.9110%	164,935	199,580
STHRN CALIFORNIA ST PUBLIC PWR	5/15/2017	6.9300%	280,832	284,482
TENNESSEE VALLEY AUTH BD	5/1/2030	7.1250%	204,243	230,039
TENNESSEE VALLEY AUTH BD	9/15/2039	5.2500%	471,537	611,810
TEXAS ST	4/1/2040	4.6810%	34,900	35,363
TEXAS ST	4/1/2033	4.6310%	180,225	206,285
TEXAS ST TRANSPRTN COMMISSION	4/1/2030	5.1780%	130,457	159,571
U S TREASURY BOND	8/15/2022	7.2500%	1,069,180	1,136,570
U S TREASURY BOND	2/15/2023	7.1250%	565,552	557,890
U S TREASURY BOND	8/15/2023	6.2500%	2,111,469	2,301,169
U S TREASURY BOND	11/15/2024	7.5000%	807,251	788,288
U S TREASURY BOND	2/15/2027	6.6250%	605,867	599,929
U S TREASURY BOND	11/15/2027	6.1250%	1,816,256	1,790,184
U S TREASURY BOND	8/15/2028	5.5000%	1,150,600	1,144,757
U S TREASURY BOND	2/15/2031	5.3750%	371,089	371,150
U S TREASURY BOND	5/15/2037	5.0000%	555,384	543,212
U S TREASURY BOND	5/15/2038	4.5000%	4,329,468	4,619,971
U S TREASURY BOND	2/15/2039	3.5000%	482,967	469,145
U S TREASURY BOND	5/15/2039	4.2500%	576,632	554,964
U S TREASURY BOND	11/15/2039	4.3750%	1,239,203	1,378,996
U S TREASURY BOND	8/15/2040	3.8750%	2,297,015	2,253,525
U S TREASURY BOND	11/15/2040	4.2500%	3,634,067	3,747,643
U S TREASURY BOND	8/15/2041	3.7500%	966,425	981,384
U S TREASURY BOND	11/15/2041	3.1250%	3,251,265	3,370,438
U S TREASURY BOND	2/15/2042	3.1250%	2,785,266	2,697,725
U S TREASURY BOND	8/15/2042	2.7500%	1,950,898	1,907,119
U S TREASURY NOTE	2/15/2017	4.6250%	305,230	308,892
U S TREASURY NOTE	12/31/2013	1.5000%	138,344	136,756
U S TREASURY NOTE	8/31/2014	2.3750%	105,309	103,539
U S TREASURY NOTE	10/31/2014	2.3750%	337,054	342,712
U S TREASURY NOTE	12/31/2016	3.2500%	1,005,560	1,035,513

DEL MONTE CORPORATION
RETIREMENT PLAN

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2012

Issuer	Description of investment including maturity date and rate of interest		Cost	Fair value
U S TREASURY NOTE	8/15/2020	2.6250%	\$ 684,141	680,841
U S TREASURY NOTE	10/15/2013	0.5000%	577,538	576,484
U S TREASURY NOTE	10/31/2015	1.2500%	420,570	420,410
U S TREASURY NOTE	2/15/2014	1.2500%	3,479,557	3,459,672
U S TREASURY NOTE	5/15/2014	1.0000%	956,266	950,058
U S TREASURY NOTE	5/31/2018	2.3750%	651,656	650,064
U S TREASURY NOTE	6/30/2016	1.5000%	839,173	839,614
U S TREASURY NOTE	7/15/2014	0.6250%	49,969	50,307
U S TREASURY NOTE	8/15/2014	0.5000%	472,791	472,059
U S TREASURY NOTE	8/31/2016	1.0000%	740,831	738,819
U S TREASURY NOTE	10/31/2013	0.2500%	625,107	625,394
U S TREASURY NOTE	11/15/2021	2.0000%	687,136	679,818
U S TREASURY NOTE	12/15/2014	0.2500%	94,691	95,000
U S TREASURY NOTE	12/31/2016	0.8750%	374,404	375,088
U S TREASURY NOTE	1/31/2014	0.2500%	54,957	55,035
U S TREASURY NOTE	2/15/2015	0.2500%	1,225,147	1,229,422
U S TREASURY NOTE	2/28/2014	0.2500%	1,108,981	1,110,611
U S TREASURY NOTE	3/31/2019	1.5000%	568,931	572,433
U S TREASURY NOTE	5/15/2015	0.2500%	1,260,282	1,263,419
U S TREASURY NOTE	5/31/2019	1.1250%	1,200,074	1,197,533
U S TREASURY NOTE	6/30/2019	1.0000%	378,605	378,871
U S TREASURY NOTE	7/31/2014	0.1250%	149,527	149,748
U S TREASURY NOTE	8/31/2019	1.0000%	1,092,258	1,093,554
U S TREASURY NOTE	11/15/2022	1.6250%	1,042,824	1,033,568
U S TREASURY NOTE	11/30/2019	1.0000%	202,958	203,014
U S TREASURY NOTE	12/15/2015	0.2500%	294,044	294,124
UNIV OF TEXAS TX	8/15/2042	5.1340%	30,000	37,393
UNIV OF TEXAS TX PERMANENT UNI	7/1/2039	5.2620%	155,114	177,831
UNIV OF VIRGINIA VA UNIV REVEN	9/1/2039	6.2000%	85,382	85,223
WASHINGTON ST	8/1/2040	5.1400%	110,818	124,039
Total U.S. government securities			60,662,444	62,520,927
Limited partnership interest:				
WR HUFF ALT PRVT EQ			5,041,576	4,273,443
Total limited partnership interest			5,041,576	4,273,443
Other:				
BRAZILIAN GOVERNMENT INTERNATI	1/7/2041	5.6250%	128,550	131,000
BRAZILIAN GOVERNMENT INTERNATI	1/5/2023	2.6250%	218,803	220,880
COLOMBIA GOVERNMENT INTERNATIO	1/18/2041	6.1250%	136,730	151,030
ISRAEL ST AID	9/18/2033	5.5000%	215,885	255,996
MEXICO GOVERNMENT INTERNATIONA	2/17/2014	5.8750%	82,800	78,750
MEXICO GOVERNMENT INTERNATIONA	3/8/2044	4.7500%	719,652	813,600
PANAMA GOVERNMENT INTERNATIO	1/26/2036	6.7000%	162,550	170,400
PANAMA GOVERNMENT INTERNATIONA	1/29/2026	7.1250%	372,338	403,988
Total other			2,037,308	2,225,644
Total investments			\$ 397,881,387	479,111,623

* Party in interest

See accompanying independent auditors' report.

**DEL MONTE CORPORATION
RETIREMENT PLAN**

Schedule H, Line 4j – Schedule of Reportable Transactions

Year ended December 31, 2012

(a) Description of asset (# of transactions)	(b) Purchase price	(c) Sales proceeds	(d) Cost of assets	(e) Net gain (loss)
Single reportable transactions:				
Common/collective trust:				
Mellon EB Temporary Investment Fund (1)	\$ 66,057,494	—	—	—
Common/collective trust:				
Mellon EB Temporary Investment Fund (1)	—	87,194,191	87,194,191	—

See accompanying independent auditors' report.

SCHEDULE SB ATTACHMENTS

Schedule SB – Statement by Enrolled Actuary

Plan Sponsor	Del Monte Corporation
EIN/PN	75-3064217/202
Plan Name	Del Monte Corporation Retirement Plan
Valuation Date	January 1, 2012
Enrolled Actuary	John Coates
Enrollment Number	11-04116

The actuarial assumptions that are not mandated by IRC § 430 and regulations, represent the enrolled actuary's best estimate of anticipated experience under the plan, subject to the following conditions:

The actuarial valuation, on which the information in this Schedule SB is based, has been prepared in reliance upon the employee and financial data furnished by the plan administrator and the trustee. The enrolled actuary has not made a rigorous check of the accuracy of this information but has accepted it after reviewing it and concluding it is reasonable in relation to similar information furnished in previous years. The amounts of contributions and dates paid shown in Item 18 of Schedule SB were listed in reliance on information provided by the plan administrator and/or trustee.

Plan Name:	Del Monte Corporation Retirement Plan
EIN / PN:	75-3064217 / 202
Plan Sponsor:	Del Monte Corporation
Valuation Date:	January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2012

See Schedule SB attachment for retirement rates. The average retirement age for Line 22 was calculated by determining the average age at retirement for those current active participants expected to reach retirement, based on all current decrements assumed.

Plan Name: Del Monte Corporation Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Del Monte Corporation
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Statement of Actuarial Assumptions

Plan Sponsor

Del Monte Corporation

EIN/PN

75-3064217/202

Discount Rates

Current plan year PPA effective interest rate: 5.18%

Prior plan year PPA effective interest rate: 6.09%

3-Segment Rates

Applicable month: September

Transition election: No

Assumed Cost of Living Adjustments

0.00%

Inclusion Date

The valuation date coincident with or next following the date on which the employee becomes a participant.

Plan-related Expenses

The amount included this year for plan-related expenses is \$1,000,000.

Plan Name: Del Monte Corporation Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Del Monte Corporation
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Mortality

The prescribed mortality assumption under Section 403(h)(3)(a) of the Internal Revenue code using static tables with separate mortality rates for annuitants and non-annuitants.

Retirement

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age and gender are shown below.

Legacy Retirement Plan for Salaried Employees (PRA):

Age	Rates
60	15%
62	30%
65	50%
68	100%

Legacy Retirement Plan for Hourly Employees (Hourly):

Age	Regular Early	Unreduced Early	Normal
55	9.0%	30.0%	0%
60	9.0%	16.5%	0%
62	52.5%	75.0%	0%
64	30.0%	60.0%	0%
65	0%	0%	100%

Legacy Retirement System for Hourly Employees (System Hourly):

Age	Regular Early for Samoa	Unreduced Early for Samoa	Regular Early for Terminal Island	Normal
55	10.0%	0%	10.0%	0%
60	12.0%	0%	7.5%	0%
62	40.0%	40.0%	25.0%	0%
64	20.0%	40.0%	15.0%	0%
65	0%	0%	0%	100%

Plan Name: Del Monte Corporation Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Del Monte Corporation
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Disability Rates (per 100 employees)

The rates at which participants become disabled by group are shown below:

Age	PRA	Hourly	Terminal Island
25	N/A	0.03%	0.03%
35	N/A	0.03%	0.03%
45	N/A	0.08%	0.08%
55	N/A	0.45%	0.45%

Compensation Increases

For purposes of determining the target normal cost, compensation is assumed to increase by 5.0% for PRA and 4.0% for Hourly during the plan year.

Future Increases in Maximum Benefits and Plan Compensation Limitations

Accrued benefits projected to be paid in future years are limited to the maximum presently allowed under IRC §415. Plan compensation is limited to the maximum presently allowed under IRC §401(a)(17). No provision is made for future increases in the maximum annual benefit or compensation limit.

Calculation of Cash Balance Accounts

Cash balance accounts are assumed to increase at a long term rate of 4.50% per annum.

Representative Termination Rates not Due to Disability, Retirement or Mortality

Attained Age	Participants in PRA Only	SERP Participants in PRA	Hourly Employees	System Hourly
25	12.00%	6.00%	8.36%	20.00%
35	10.09%	5.05%	4.77%	15.00%
45	7.36%	3.68%	3.00%	10.00%
55	6.00%	20.00%	3.30%	0.00%
59	10.00%	10.00%	N/A	N/A

Form of Payment

Participants in PRA and Samoa are assumed to elect a lump sum benefit and participants in Hourly, Pittsburgh and Terminal Island are assumed to elect an annuity.

Plan Name: Del Monte Corporation Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Del Monte Corporation
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Marriage

PRA: For purposes of valuing the pre-retirement surviving spouse's benefit, 80% of eligible participants are assumed to be married.

Hourly: For purposes of valuing the pre-retirement surviving spouse's benefit, 95% of eligible male participants and 85% of eligible female participants are assumed to be married.

System Hourly: For purposes of valuing the pre-retirement surviving spouse's benefit, 100% of eligible participants are assumed to be married.

Male spouses are assumed to be 3 years older than female spouses.

Employees

It was assumed there will be no new or rehired employees.

Plan Compensation

PRA: Compensation assumed paid in the current year beginning on the valuation date is the prior year's base pay plus bonus, all increased by the salary scale, 5% per year.

Hourly Employees: Compensation assumed paid in the current year beginning on the valuation date is the prior year's pay increased by a salary scale of 4%.

System Hourly: Not applicable since no active participants are accruing additional benefits.

Asset Method

Valuation assets are determined by the asset smoothing outlined in IRS Notice 2009-22 which reflects changes made by the Worker, Retiree, and Employer Recovery Act of 2008 (WRERA). Under this method, the valuation assets are equal to the average of three values (all determined without regard to receivable contributions), the result increased by the discounted present value of contributions expected to be made after the valuation date based on the prior plan year PPA effective interest rate. This amount is then subject to a 10% corridor around the market value of assets (including the discounted present value of receivable contributions) as of the valuation date. The three values used to develop the average value are: the market value of assets as of the current valuation date, the adjusted market value of assets as of the prior valuation date and the adjusted market value of assets as of the second prior valuation date.

Plan Name: Del Monte Corporation Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Del Monte Corporation
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Participant Data

All employee data including data on persons receiving benefits was supplied by the employer as of the census date.

Benefits not Included in Valuation

None.

Nature of Actuarial Calculations

The results documented in this report are estimates based on data that may be imperfect and on assumptions about future events. Certain plan provisions may be approximated or deemed insignificant and therefore are not valued. Assumptions may be made about participant data or other factors. Reasonable efforts were made in this valuation to ensure that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and not excluded or included inappropriately.

A range of results, different from those presented in this report could be considered reasonable. The numbers are not rounded, but this is for convenience only and should not imply precision, which is not inherent in actuarial calculations. Certain percentages determined in this report, such as the Funding Target Attainment Percentage, are truncated to be consistent with the instructions for Schedule SB of the Form 5500.

The assumptions selected for this valuation other than those prescribed by law, generally reflect long-term average expectations. If overall future plan experience is less favorable than assumed, the relative level of plan costs or contribution requirements determined in this valuation will likely increase in future valuations. Future actuarial measurements may differ significantly from the current measurements presented in this report due to such factors as the following: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this actuarial valuation to analyze the potential range of future pension contributions, but we can do so upon request.

Plan Name: Del Monte Corporation Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Del Monte Corporation
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Part V Summary of Plan Provisions

Legacy Salaried Plan

Covered Groups and Effective Dates

Salaried non-seasonal employees (actively at work) who are on a U.S. payroll and pay FICA tax, including part-time employees but excluding leased employees of:

- (a) Del Monte Foods Company from January 1, 1990.
- (b) Oak Grove Trucking Company from January 1, 1990.
- (c) Paddison Truck Lines, Inc. from January 1, 1990.
- (d) Shippers Imperial, Inc. from January 1, 1990.

Coverage and Participation

Covered Employees who have completed 12 months of continuous employment or 12 months of total employment measured from the date of employment. Eligibility retroactive to date of employment.

Eligibility Service

A year of Eligibility Service is earned for each Plan Year in which an eligible employee works at least 1,000 hours beginning on date of hire. Fractional years are prorated.

Vesting Service

From January 1, 2008, full vesting after 3 years of service (previously 5 years). The accrued benefit is payable commencing at age 65 or earlier in an actuarial reduced amount based on interest rates specified in IRC Section 417(e)(3).

- (a) Normal: First day of the month coincident with or next following 65th birthday.
- (b) Early: Age 50 with 3 years of service.
- (c) Postponed: After age 65.
- (d) Disability: If eligible for LTD benefits.

Plan Name: Del Monte Corporation Retirement Plan
EIN / PN: 75-3064217 / 202
Plan Sponsor: Del Monte Corporation
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Annual Retirement Benefits:

- (a) Normal: Credit Balance payable as a lump sum. Credit Balance determined by formula prior to effective date of plan. After effective date credits determined by following formula:

Attained Age on Date of Allocation	All Pay
Below age 30	3%
Age 30 but below age 35	4%
Age 35 but below age 40	5%
Age 40 but below age 45	6%
Age 45 but below age 50	8%
Age 50 but below age 55	10%
Age 55 but below age 60	11%
Age 60 but below age 65	12%
Age 65 and over	13%

These amounts would be determined and credited at the end of each month, based on compensation (including salary continuation) paid in the month.

Interest accrues each month on the basis of plan interest divided by 12 applied to the balance at the end of the previous month. After June 1, 2001, plan interest is the annual rate of the 6-month Treasury bill for that month plus 1.5%. The interest is subject to a minimum of 4.5% per annum.

If an employee retires early but defers receipt of his pension, his Credit Balance will continue to accrue interest until benefit commencement date. At that time, the Credit Balance will be divided by the appropriate factor according to age at benefit commencement to determine the annual life annuity payable.

Minimum benefit payable to employees over age 40 with 10 years of service or after 55 with 5 years of service on 1/1/88 equal to benefit payable under prior plan (with minor changes) based on compensation and credited service accrued to April 30, 1992.

At the time of retirement, the employee can elect to receive payment in the form of a life annuity equal to the credit balance divided by the Annuity Conversion Factor based on the mortality table determined in accordance with Section 417(e)(3)(A)(ii)(I) of the Internal Revenue Code (IRC).

The annuity cannot be less than an annuity calculated based on the participant's Credit Balance as of December 31, 1997, increased by interest credits using the rate in effect for December 1997 and an annuity factor which is the smallest of 8.2 and an annuity factor based on the PBGC immediate rate as of December 31, 1997.

- (b) Early: Annual life annuity payable equal to credit balance at retirement divided by the Annuity Conversion Factor, calculated as described above, for participant's age at retirement.

Plan Name: Del Monte Corporation Retirement Plan
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Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

The annuity can not be less than an annuity based on the participant's Credit Balance as of December 31, 1997, increased by Interest Credits using the rate in effect for December 1997, divided by the factor from the following table:

Age	Factor
55 or over	8.2
54	8.3
53	8.4
52	8.6
51	8.8
50	9.0

- (c) Postponed: Benefit accrued to actual retirement date.
- (d) Disability: Credits continue to accumulate until the date LTD benefits cease or earlier retirement election based on compensation immediately prior to disability.

Death Benefits for Participants in Active Service

Before Early Retirement Age: In the event of death after completing 3 years of service, the surviving spouse, if any, will receive a benefit equal to 50% of the benefit payable to the employee as if the employee left service on date of death, survived to earliest retirement age and then retired on the next day with a 50% joint and survivor annuity. Benefit payable from the date employee would have retired under this assumption. The survivor benefit also applies to employees who terminated service with a deferred vested benefit. In no event will value be less than full credit balance or annual benefit equal in value to credit balance.

After Early Retirement Age: In the event of death after attaining early retirement age, the surviving spouse, if any, will receive a benefit equal to 50% of the benefit payable to the employee as if retirement had occurred on date of death and the employee had elected a 50% joint and survivor annuity. In no event will value be less than full credit balance or annual benefit equal in value to credit balance.

After Retirement: Benefits are payable for life only for unmarried participants and participants who do not elect a survivor annuity (with spousal consent). For married participants benefits are actuarially reduced to provide the spouse with a benefit equal to 50% of the employee's benefit payable for life upon the employee's death.

Employee Contributions

None.

Plan Changes Since the Last Valuation

None.

Plan Name: Del Monte Corporation Retirement Plan
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SCHEDULE SB ATTACHMENTS

Legacy Hourly Plan

Effective Date

January 1, 1990, amended through December 31, 2009.

Eligibility

Effective January 1, 1996 the plan was closed to new participants with the exception of certain union Milkbone employees who became participants on July 2, 2006.

Retirement Dates

Normal: First day of the month following 65th birthday.

Early:

- (i) Age 55 with 20 years of service.
- (ii) Age 55 with 30 years of service and an eligible employee as of January 1, 1992 (unreduced retirement benefit).
- (iii) If age 50 with 5 years of service on 1/1/82, age 55 with 10 years of service.

Postponed: After age 65.

Disability: If totally and permanently disabled.

Annual Retirement Benefits for all Hourly Employees except SEDC Employees:

Normal: For participants on 1/1/82, prior plan formula times years of credited service to 1/1/82.

1.75% of average highest 5 consecutive year's earnings of the last 10 years less .75% of Social Security benefit times years of credited service after 1/1/82. Maximum of 40 years on total credited service.

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Early:

- (i) For benefit based on credited service to 1/1/82:

Based on prior plan provisions plus Social Security supplement payable to normal retirement date equal to 1.67% of Social Security benefit times credited service.

- (ii) For benefit based on credited service after 1/1/82:

Gross Normal Retirement Benefit (without offset) based on actual service and salary to early retirement reduced by 5% per year early retirement precedes age 65.

The 5% reduction for early retirement does not apply if employee was active on 4/30/92, and has attained age 55 and 30 years of credited service.

The benefit as determined above would be reduced by the Social Security offset (if applicable) on the first month following the employee's 62nd birthday.

Postponed: Benefit accrued to actual retirement date.

Disability: Continue to accrue credited service.

Annual Retirement Benefits SEDC Employees:

Normal: \$96 times years of credited service (maximum of 40 years).

Early: Accrued benefit to early retirement date reduced by 5% per year early retirement precedes age 65.

Postponed: Benefit accrued to actual retirement date.

Annual Retirement Benefits Milkbone Employees:

Normal: Greater of (i) and (ii) less (iii)

- (i) 1.5% of last consecutive 60 months of earnings multiplied by years of credited service (not greater than 25) plus 1.25% of last consecutive 60 months of earnings multiplied by years of credited service greater than 25 less 1.25% of Social Security benefit times years of credited service . Maximum of 40 years on total credited service

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(ii) \$288 times years of credited service (maximum of 25 years) plus \$144 times years of credited service over 25 years.

(iii) Frozen accrued benefit from Kraft employment as at July 2, 2006

Early: Accrued benefit to early retirement date reduced by 5% per year early retirement precedes age 62.

There is no social security offset for benefits before age 62.

Postponed: Benefit accrued to actual retirement date.

Vesting

In event of termination of employment other than by death or retirement, an eligible employee who had attained age 65 or upon completion of 5 years of service on termination date will be eligible for a vested benefit of 100% of the employee's accrued benefit under the Plan. Any vested benefit will be payable commencing at age 65, or after early retirement age in an actuarially reduced amount.

Employee Contributions

None.

Benefit Accruals

Non-union employees who were less than age 40 and did not have 20 years at January 1, 1996 do not accrue benefits under this plan on or after that date.

Plan Changes Since the Last Valuation

None.

Plan Name: Del Monte Corporation Retirement Plan
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SCHEDULE SB ATTACHMENTS

Legacy System Hourly Plan

Effective Date:

December 19, 2002, amended through December 31, 2009.

Eligibility:

The plan is closed to new participants. Current participants will no longer be earning benefits and their accrued benefit will remain in the Plan.

Retirement Dates:

Normal: First day of the month following 65th birthday.

Early:

Pittsburgh:

- (i) Age 55 with 30 years of continuous service – unreduced.
- (ii) Age 62 with 28 years of continuous service – unreduced.
- (iii) Age 55 – reduced.

Samoa:

- (i) Age 62 with 25 years of continuous service – unreduced.
- (ii) Age 55 – reduced.

Terminal Island: Age 55 with 10 years of service.

Postponed: After age 65.

Disability:

Pittsburgh: 10 years of continuous service.

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Samoa: 15 years of continuous service.

Terminal Island: 10 years of continuous service.

Annual Retirement Benefits for Pittsburgh:

Normal:

Eligibility: Age 65.

Benefits: Frozen benefit at April 24, 2006, due to the Tree House acquisition.

Early:

Eligibility: Unreduced Benefits

- (i) Age 55 and 30 years of continuous service or age 62 and 25 years of continuous service, at date of sale April 24, 2006.
- (ii) In case of disability – 10 years of continuous service.

Eligibility: Reduced Benefits

- (iii) Age 55.

For benefits under paragraphs (i) and (ii), accrued benefit payable immediately, plus under paragraph (i) an additional temporary (single life basis) annual benefit of \$156 multiplied by full years of credited service; such temporary benefit ceases when the participant attains age 62 or, if earlier, when the participant receives a Social Security disability award.

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For benefits under paragraph (iii), accrued benefit, reduced in accordance with the following schedule, and payable immediately:

Age at Retirement	Percentage of Accrued Benefit
64	98%
63	96%
62	94%
61	90%
60	86%
59	82%
58	78%
57	74%
56	70%
55	66%

In the event of plant closing, the eligibility requirements for an unreduced benefit are more liberal

Postponed: Benefit accrued to actual retirement date.

Disability: See early retirement benefit.

Annual Retirement Benefits for Samoa:

Normal:

Eligibility: Age 65.

Benefits: The annual retirement benefit consists of:

- (i) For credited service rendered on and after June 1, 1973:

Age at Retirement	Percentage of Accrued Benefit
64	98%
63	96%
62	94%
61	90%
60	86%
59	82%
58	78%
57	74%
56	70%
55	66%

In the event of plant closing, the eligibility requirements for an unreduced benefit are more liberal

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1-1/4% of earnable compensation received in such period.

Minimum annual benefit - \$96 multiplied by years of credited service in such period; plus

- (ii) For credited service rendered prior to June 1, 1973:

1/2% of the first \$3,000 of 1972 compensation and 1% of such compensation in excess of \$3,000, multiplied by years of credited service in such period.

Minimum annual benefit - \$84 multiplied by years of credited service in such period.

Early

Eligibility: Unreduced Benefits

- (i) Age 62 and 25 years of continuous service.
- (ii) In case of disability – 15 years of continuous service.

Eligibility: Reduced Benefits

- (iii) Age 55.

For benefits under paragraphs (i) and (ii), accrued benefit payable immediately.

For benefits under paragraph (iii), accrued benefit deferred to age 65 or accrued benefit, reduced in accordance with the following schedule, and payable immediately:

Age at Retirement	Percentage of Accrued Benefit
64	98%
63	96%
62	94%
61	90%
60	86%
59	82%
58	78%
57	74%
56	70%
55	66%

Postponed: Benefit accrued to actual retirement date.

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Annual Retirement Benefits for Terminal Island:

Normal:

Eligibility: Age 65.

Benefits: Annual retirement benefit is the sum of:

- (i) \$132 multiplied by Credited Service on or after 1/1/86 and prior to 1/1/89
- (ii) \$156 multiplied by Credited Service on or after 1/1/89.
- (iii) Participant's annual "Normal Pension" as determined under the Fish Cannery Plan, plus any additional amounts to which the participant would be entitled under that plan.

Early:

Eligibility: Age 55 and 10 Years of Service.

Accrued benefit deferred to age 65 or an immediate benefit equal to the accrued benefit reduced by

- (i) $\frac{1}{2}$ of 1% for each of the first 60 months Participant's commencement date precedes his Normal Retirement Date, and
- (ii) $\frac{3}{10}$ of 1% for each additional month by which the date the Participant's Retirement Benefit commences precedes his Normal Retirement Date.

Postponed: Benefit accrued to actual retirement date.

Benefit accruals cease for cannery employees as of November 1, 2003 and cease for distribution center employees as of January 1, 2004.

Vesting

Vested Retirement Benefit for Pittsburgh

All Pittsburgh participants are vested.

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Vested Retirement Benefit for Samoa

Eligibility: Employees will be vested upon completion of 5 years of continuous service or an eligible participant who was active on the Sale Date, October 5, 2008.

Benefits: Accrued benefit deferred to age 65 or benefit payable at age 55 or later reduced $\frac{1}{2}$ of 1% for each month the payment starting date precedes the first of the month coincident with or next following attainment of age 65.

Vested Retirement Benefit for Terminal Island

Eligibility: Employees will be vested upon completion of 5 years of vesting service.

Benefits: Accrued benefit deferred to age 65 or if employee has completed 10 years of vesting service at termination, a benefit payable at age 55 reduced by the factors used for the Special Service Retirement Benefit.

Employee Contributions

All contributions to support the Plan are made by the Company except for Samoa, where contributions continue to be made by both the Company and employee.

Contributions will no longer be required or allowed for Terminal Island cannery employees as of October 1, 2003 and for Terminal Island distribution center employees as of January 1, 2004.

Plan Changes Since Last Valuation

None.

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Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24 Description of Change in Assumptions as of January 1, 2012

The following changes to the actuarial assumptions were made as part of this valuation:

- The interest crediting rate assumption on cash balances was reduced from 4.75% to 4.50% to better reflect current expectations on the return of Treasury Securities.

No other changes to the non-prescribed actuarial assumptions were made as part of this valuation.

Plan Name: Del Monte Corporation Retirement Plan
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Plan Sponsor: Del Monte Corporation
Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 32
Schedule of Amortization Bases
as of January 1, 2012

	Type of Base	Date Established	Initial Amount	Remaining Amortization Period (Years)	Outstanding Balance	Amortization Payment
1	Shortfall	01/01/2012	(9,324,122)	7	(9,324,122)	(1,477,182)
2	Shortfall	01/01/2011	50,176,795	6	46,036,795	8,255,559
3	Shortfall	01/01/2009	4,686,529	4	3,227,110	831,618
Total					39,939,783	7,609,995

Plan Name: Del Monte Corporation Retirement Plan
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 Plan Sponsor: Del Monte Corporation
 Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26 Schedule of Active Participant Data as of January 1, 2012

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.	No.	Avg. Comp.
Under 25	6		0		0		0		0		0		0		0		0		0	
25 - 29	81	71,428	29	68,959	4		0		0		0		0		0		0		0	
30 - 34	86	93,999	58	83,651	57	83,213	4		0		0		0		0		0		0	
35 - 39	62	112,248	33	81,044	72	103,139	12		8		0		0		0		0		0	
40 - 44	55	113,591	46	103,701	87	119,426	18		15		16		1		0		0		0	
45 - 49	57	116,022	37	100,520	97	121,367	23	114,663	12		33	59,082	13		3		0		0	
50 - 54	26	124,160	28	108,395	109	115,153	25	122,647	24	87,331	43	48,995	61	54,870	15		5		0	
55 - 59	19		11		84	88,886	20	101,931	23	43,333	37	71,262	28	56,226	65	80,552	52	85,429	2	
60 - 64	7		8		57	105,281	12		17		23	48,985	15		21	69,382	43	105,864	16	
65 - 69	0		0		14		0		9		8		2		4		4		7	
70 & Over	0		2		2		0		4		2		2		4		0		1	

Plan Name: Del Monte Corporation Retirement Plan
 EIN / PN: 75-3064217 / 202
 Plan Sponsor: Del Monte Corporation
 Valuation Date: January 1, 2012

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 26

Schedule of Active Participant Data for Cash Balance Plans as of January 1, 2012

Attained Age	Years of Credited Service																			
	Under 1		1 to 4		5 to 9		10 to 14		15 to 19		20 to 24		25 to 29		30 to 34		35 to 39		40 & Over	
	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.	No.	Avg. Bal.
Under 25	6		0		0		0		0		0		0		0		0		0	
25 – 29	81	5,119	28	8,774	4		0		0		0		0		0		0		0	
30 – 34	86	8,383	58	13,658	57	19,232	4		0		0		0		0		0		0	
35 - 39	62	14,705	32	18,072	72	29,000	12		1		0		0		0		0		0	
40 - 44	54	17,728	44	27,667	86	45,920	18		5		5		0		0		0		0	
45 - 49	57	23,889	35	36,452	96	57,037	23	84,552	4		9		3		0		0		0	
50 - 54	26	30,840	22	57,693	106	71,807	25	109,683	10		10		15		7		0		0	
55 - 59	19		9		82	66,750	20	123,944	8		16		10		33	241,797	24	257,501	1	
60 - 64	7		8		56	84,281	12		5		5		4		8		28	343,515	12	
65 - 69	0		0		14		0		3		1		0		1		3		7	
70 & Over	0		2		2		0		0		0		0		0		0		1	

Plan Name: Del Monte Corporation Retirement Plan
 EIN / PN: 75-3064217 / 202
 Plan Sponsor: Del Monte Corporation
 Valuation Date: January 1, 2012

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012**This Form is Open to Public
Inspection**

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Del Monte Corporation Retirement Plan	B Three-digit plan number (PN) ▶ 202
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Del Monte Corporation	D Employer Identification Number (EIN) 75-3064217
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2 Assets:		
a Market value	2a	460,257,930
b Actuarial value	2b	453,619,234
3 Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	
b For terminated vested participants.....	3b	
c For active participants:		
(1) Non-vested benefits	3c(1)	7,781,410
(2) Vested benefits	3c(2)	140,562,630
(3) Total active.....	3c(3)	148,344,040
d Total.....	3d	432,015,625
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	5.18
6 Target normal cost	6	15,087,701

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**

Signature of actuary

John Coates

Type or print name of actuary

Towers Watson Delaware Inc.

Firm name

345 California St. Suite 2000

San Francisco

CA 94104

Address of the firm

Date

11-04116

Most recent enrollment number

(415) 733-4100

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	7,321,714	65,937,378
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	7,321,714	8,253,066
9 Amount remaining (line 7 minus line 8)	0	57,684,312
10 Interest on line 9 using prior year's actual return of <u>6.69</u> %		3,859,080
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		19,612,072
b Interest on (a) using prior year's effective interest rate of <u>6.09</u> % except as otherwise provided (see instructions)		1,194,375
c Total available at beginning of current plan year to add to prefunding balance		20,806,447
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	61,543,392

Part III Funding Percentages

14 Funding target attainment percentage	14	90.75 %
15 Adjusted funding target attainment percentage	15	105.00 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	88.45 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 2.06 %	2nd segment: 5.25 %	3rd segment: 6.32 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions)	☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	15,087,701	
b Excess assets, if applicable, but not greater than line 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	39,939,783	7,609,995	
b Waiver amortization installment		0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..	34	22,697,696	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	22,697,696	22,697,696
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Plan Name	Del Monte Corporation Retirement Plan	EIN:	75-3064217
Plan Sponsor's Name	Del Monte Corporation	PN:	202

[illegible]

Plan Name	Del Monte Corporation Retirement Plan	EIN:	75-3064217
Plan Sponsor's Name	Del Monte Corporation	PN:	202

[illegible]