

The following is a worksheet to calculate tax basis in Heinz stock and Del Monte stock for United States taxpayers. Your basis in your Del Monte stock will depend on your basis in your Heinz stock before the distribution. The worksheet uses the average of the high and low prices for Heinz and Del Monte stock on 12/23/02, the first day of trading ex-distribution. This is a reasonable method of determining fair market value. Other methods may also be acceptable. A separate worksheet is needed for each block of Heinz stock having a separate basis. An example illustrating the calculations (assuming 400 shares of Heinz stock with a pre-distribution basis of \$25/share) is included.

Heinz & Del Monte Stock Basis Calculation 12/23/2002*

	12/23/2002*				
	High Price	Low Price	Average Price	Cost Basis	
H.J. Heinz	\$ 33.30	\$ 32.42	\$ 32.86	90.22%	Heinz Basis
Del Monte	\$ 8.40	\$ 7.56			
Del Monte Exchange Ratio (.4466)	\$ 3.75	\$ 3.38	\$ 3.56	9.78%	Del Monte Basis
Total	\$ 37.05	\$ 35.80	\$ 36.42	100.00%	

*First day trading ex-stock distribution

	Shareholder's Worksheet	YOUR DATA	EXAMPLE
Line 1	Enter Pre-distribution Heinz Stock basis per share in block	\$ <input style="width: 80px;" type="text"/>	\$ 25.00
Line 2	Enter the number of shares you purchased	<input style="width: 80px;" type="text"/>	400
Line 3	Enter Total basis of Heinz stock in block: <i>(Line 1 x Line 2)</i>	\$ <input style="width: 80px;" type="text"/>	\$ 10,000.00
Special Del Monte Share distribution (.4466 shares of Del Monte per Heinz Share)			
Line 4	Total shares <i>(Line 2 x .4466)</i>	<input style="width: 80px;" type="text"/>	178.64
Line 5	Whole shares <i>(Whole shares from Line 4)</i>	<input style="width: 80px;" type="text"/>	178.00
Line 6	Fractional shares <i>(Fractional shares from Line 4)</i>	<input style="width: 80px;" type="text"/>	0.64
Your new basis in H.J.Heinz Company and Del Monte Common Stock:			
New Heinz Basis (90.22 % of original Heinz basis)			
Line 7	Total <i>(.9022 x Line 3)</i>	\$ <input style="width: 80px;" type="text"/>	\$ 9,022.00
Line 8	Per Share <i>(Line 7 / Line 2)</i>	\$ <input style="width: 80px;" type="text"/>	\$ 22.56
Del Monte Basis (9.78% of original Heinz basis)			
Line 9	Total <i>(.0978 x Line 3)</i>	\$ <input style="width: 80px;" type="text"/>	\$ 978.00
Line 10	Per Share <i>(Line 9 / Line 4)</i>	\$ <input style="width: 80px;" type="text"/>	\$ 5.47
Basis allocable to whole shares			
Line 11	Total <i>(Line 10 x Line 5)</i>	\$ <input style="width: 80px;" type="text"/>	\$ 974.50
Line 12	Per Share <i>(= Line 10)</i>	\$ <input style="width: 80px;" type="text"/>	\$ 5.47
Basis allocable to fractional shares			
Line 13	Total <i>(Line 9 - Line 11)</i>	\$ <input style="width: 80px;" type="text"/>	\$ 3.50
Line 14	Per Share <i>(= Line 10)</i>	\$ <input style="width: 80px;" type="text"/>	\$ 5.47
Line 15	Total Del Monte Basis <i>(Line 11 + Line 13)</i>	\$ <input style="width: 80px;" type="text"/>	\$ 978.00
Fractional Share Cash Distribution - Basis Calculation for use on Schedule D - Form 1040			
Line 16	<i>(Line 6) X (Line 10) =</i>	\$ <input style="width: 80px;" type="text"/>	\$ 3.50
Note: This figure should be used on Schedule D - Form 1040, if you have only one block of Heinz stock. If you have more than one block, the fractional share for each block (line 6) of the worksheets for all blocks should be totaled. You will receive whole shares of Del Monte stock for the whole share portion of this total and cash for the fractional portion of the total.			