

# Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

## Part I Reporting Issuer

<b>1</b> Issuer's name		<b>2</b> Issuer's employer identification number (EIN)	
MP Topco Holdings, LLC (successor to HFS Matterhorn Topco, Inc.)		33-3993415	
<b>3</b> Name of contact for additional information	<b>4</b> Telephone No. of contact	<b>5</b> Email address of contact	
Nick Hewitt	1-331-758-7359	nhewitt@makerspride.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact		<b>7</b> City, town, or post office, state, and ZIP code of contact	
3333 Finley Road, Suite 800		Downers Grove, IL, 60515	
<b>8</b> Date of action		<b>9</b> Classification and description	
March 31, 2025		See attached.	
<b>10</b> CUSIP number	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol	<b>13</b> Account number(s)
See attached.			

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► [See attached.](#)

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**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► [See attached.](#)

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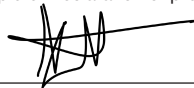
**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► [See attached.](#)

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**Part II** **Organizational Action** *(continued)***17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See attached.**18** Can any resulting loss be recognized? ► See attached.**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See attached.**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ► 05/16/2005

Print your name ► Nick Hewitt

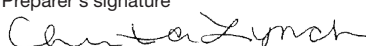
Title ► CFO

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Christina M Lynch

Preparer's signature



Date

05/16/2025

Check ☐ if  
self-employed

PTIN

P00934515

Firm's name ► Deloitte Tax LLP

Firm's EIN ►

86-1065772

Firm's address ► 111 S. Wacker Chicago, IL 60606-4301

Phone no.

312-486-1000

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**MP Topco Holdings, LLC (successor to HFS Matterhorn Topco, Inc.)**  
**EIN: 33-3993415**  
**Attachment to Form 8937**

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “**Code**”),<sup>1</sup> and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Emergence Transactions (as defined below) on basis in certain securities. The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any shareholder’s or noteholder’s specific circumstances. The Disclosure Statement for, and as defined in, the Bankruptcy Plan (as defined below) contains a more detailed summary of the tax consequences of the Emergence Transactions. Shareholders and noteholders are urged to review such Disclosure Statement and to consult their own tax advisors regarding U.S. tax consequences of the transaction described herein and the impact to tax basis resulting from the Emergence Transactions.

**Form 8937, Line 9**

First Lien Revolving Loan

First Lien Term Loans (collectively, the “**First Lien Claims**”)

**Form 8937, Line 10**

40422KAE1, 40422KAD3, 40422KAB7, and 40422KAH4

**Form 8937, Line 14**

On November 22, 2024, HFS Matterhorn Topco, Inc. (“**HFS Matterhorn Topco**”) and certain of its subsidiaries (the “**Debtors**”) filed voluntary cases under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas (the “**Bankruptcy Court**”). On March 11, 2025, the Bankruptcy Court confirmed the Debtors’ *Third Amended Joint Chapter 11 Plan of Reorganization of H-Food Holdings, LLC and its Affiliated Debtors* (the “**Bankruptcy Plan**”). The Bankruptcy Plan became effective March 31, 2025 (the “**Plan Effective Date**”), and the Debtors emerged from their Chapter 11 cases on such Plan Effective Date.

Pursuant to the Bankruptcy Plan, the following transactions (the “**Emergence Transactions**”) occurred, among other transactions described in the Bankruptcy Plan:

- Prior to the Plan Effective Date, H-Food Holdings, LLC (“**H-Food Holdings**”), an entity disregarded from its regarded owner, HFS Matterhorn Topco, formed MP Topco Holdings, LLC (“**Newco Holdings**”), a Delaware limited liability company treated as a corporation for U.S. federal income tax purposes.

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<sup>1</sup> Unless otherwise specified herein, all “section” references herein are to the Code.

- Two business days prior to the Plan Effective Date, following the formation of Newco Holdings, H-Foods Holdings contributed all of its assets to Newco Holdings (the “**Newco Holdings Assets Transfers**”). In consideration therefor, Newco Holdings (i) issued Newco Holdings equity to H-Food Holdings such that it owned 100 percent of the equity of Newco Holdings, and (ii) caused, MP Midco Holdings, LLC (“**Newco**”), a newly formed entity and a disregarded entity of Newco Holdings, to issue \$725 million of Exit First Lien Term Loans.<sup>2</sup>
- On the Plan Effective Date, HFS Matterhorn Topco and certain of its subsidiaries, including H-Food Holdings, merged with and into Newco Holdings with Newco Holdings surviving the mergers (the “**Mergers**,” and together with the New Holdings Assets Transfers, the “**HFS Matterhorn Topco Restructuring**”). In the Mergers, 100 percent of the equity interests of New Holdings held by H-Food Holdings was cancelled for no consideration, and holders of the First Lien Claims against the Debtors (the “**Claimholders**”) received, in full and final satisfaction of their First Lien Claims (the “**First Lien Exchange**”), their pro rata share of (i) 100 percent of the reorganized equity interests in Newco Holdings (the “**Reorganized Equity**”), (ii) rights to purchase additional equity interests in Newco Holdings at a specified discount to the “stipulated equity value” under the Bankruptcy Plan (the “**Subscription Rights**”), and (iii) \$725 million of the Exit First Lien Term Loans issued by Newco. All existing equity interests in HFS Matterhorn Topco were cancelled for no consideration.<sup>3</sup>

### Form 8937, Line 15

The Newco Holdings and the Debtors intend for the HFS Matterhorn Topco Restructuring to be treated as a reorganization under section 368(a)(1)(G). The qualification of the HFS Matterhorn Topco Restructuring under section 368(a)(1)(G), and the U.S. federal income tax consequences thereof depend in part on whether the First Lien Claims constitute “securities” for U.S. federal income tax purposes.

To the extent any First Lien Claims so qualify as “securities” (and the HFS Matterhorn Topco Restructuring qualifies under section 368(a)(1)(G)):

- A U.S. Claimholder generally would not recognize gain or loss with respect to such First Lien Claims. However, a U.S. Claimholder would have ordinary interest income to the extent of any consideration allocable to accrued but unpaid interest or possibly accrued original issue discount (“**OID**”) not previously included in income. In addition, if any portion of the consideration received for

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<sup>2</sup> Unless specified otherwise, capitalized terms used and not defined in this attachment have the meanings ascribed to them in the Bankruptcy Plan.

<sup>3</sup> Certain aspects of the Emergence Transactions are beyond the scope of this Form 8937, including (i) Holders of Allowed Second Lien Term Loan Claims who received cash; (ii) Holders of Allowed Senior Unsecured Notes Claims who received cash; (iii) Holders of Allowed General Unsecured Claims who received cash; (iv) Debtors’ Allowed Intercompany Claims that were waived or reinstated, and (v) Holders of DIP Claims who received cash.

such First Lien Claims does not qualify as “stock or securities” for U.S. federal income tax purposes (including any cash), then a U.S. Claimholder would generally recognize gain up to the lesser of (i) the gain that would be recognized if the holder of the First Lien Claim disposed of such First Lien Claim for U.S. federal income tax purposes and (ii) the value of such portion of the consideration that does not qualify as “stock or securities” for U.S. federal income tax purposes.

- A Claimholder’s aggregate tax basis in its Reorganized Equity, Subscription Rights, and Exit First Lien Term Loans received in respect of such First Lien Claims generally would equal such Claimholder’s aggregate adjusted tax basis in its First Lien Claims surrendered in the First Lien Exchange, increased by any gain and interest income recognized in the exchange, and decreased by any deductions claimed in respect of any previously accrued but unpaid interest. In addition, the basis of the First Lien Claims surrendered generally would be allocated to the Reorganized Equity, Subscription Rights, and Exit First Lien Term Loan in proportion to their relative fair market value (except that the Exit First Lien Term Loans do not qualify as “securities” for U.S. federal income tax purposes, a Claimholder would generally have a fair market basis in such Exit First Lien Term Loans).<sup>4</sup>

To the extent any First Lien Claims do not so qualify as “securities,” the First Lien Exchange is an exchange to which section 1001 applies (rather than a reorganization under section 368(a)(1)(G)), and –

- A U.S. Claimholder generally would recognize gain or loss with respect to such First Lien Claims in an amount equal to the difference, if any, between (i) the sum of the fair market value of the Reorganized Equity, Subscription Rights, and Exit First Lien Term Loans received (other than, in each case, to the extent received in respect of a Claim for accrued but unpaid interest and possibly accrued OID), and (ii) the U.S. Claimholder’s adjusted tax basis in the First Lien Claim surrendered in the First Lien Exchange (other than any tax basis attributable to accrued but unpaid interest and possibly accrued OID). A U.S. Claimholder would have ordinary interest income to the extent of any consideration allocable to accrued but unpaid interest or possibly accrued OID not previously included in income.
- A Claimholder’s tax basis in the Reorganized Equity, Subscription Rights, and Exit First Lien Term Loans received would equal the fair market value of such Reorganized Equity or Subscription Rights, and the issue price of the Exit First Lien Term Loans.

A U.S. Claimholder of the Subscription Rights generally would not recognize income, gain, or loss for U.S. federal income tax purposes if it exercises the Subscription Rights. A Claimholder’s aggregate tax basis in the equity interest received (*i.e.*, the Reorganized

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<sup>4</sup> For purposes of calculating the basis in the Reorganized Equity, Subscription Rights, and Exit First Lien Term Loan received under section 358, a Claimholder who chose to specifically identify which specific portion of the First Lien Claims was exchanged for the Reorganized Equity, which portion was exchanged for Subscription Right, and which portion was exchanged for Exit First Term Loan should consult their own tax advisors with respect to the tax consequences as applicable to their particular circumstances.

Equity) upon exercise of a Subscription Right is expected to be equal to the sum of (i) the amount of cash paid for the equity interest and (ii) the holder's tax basis, if any, in the Subscription Rights. If a U.S. Claimholder does not exercise its Subscription Rights, the U.S. Claimholder may be entitled to claim a loss equal to the holder's tax basis in the Subscription Rights, subject to limitation on such holder's ability to utilize capital losses.

**Form 8937, Line 16**

See description above for the basis allocated to the Reorganized Equity, Subscription Rights and Exit First Lien Term Loans received in respect of any First Lien Claims, which are expected to depend on, among other factors, (i) the extent that the First Lien Claims and/or applicable Exit First Lien Term Loans constitute "securities" for U.S. federal income tax purposes, (ii) the basis of the First Lien Claims, and (iii) the fair market value of the Reorganized Equity, Subscription Rights and Exit First Lien Term Loans.

U.S. federal income tax laws do not define fair market value. Claimholders should consult their own tax advisors as to the proper calculation of fair market value of the Reorganized Equity, Subscription Rights, and Exit First Lien Term Loan for basis allocation purposes, as well as regarding the appropriate status for U.S. federal income tax purposes of their First Lien Claims and the respective consideration received as "securities" for U.S. federal income tax purposes.

**Form 8937, Line 17**

First Lien Exchange with respect to First Lien Claims that constitute securities for U.S. federal income tax purposes – Sections 354, 356, 358, and 368.

First Lien Exchange with respect to First Lien Claims that do not constitute securities for U.S. federal income tax purposes – Sections 1001 and 1012.

Exercise or Lapse of Subscription Right – Sections 1001 and 1012.

**Form 8937, Line 18**

It is expected that no loss may be recognized in the First Lien Exchange with respect to First Lien Claims that constitute securities for U.S. federal income tax purposes.

It is expected that loss may potentially be recognized in the First Lien Exchange with respect to First Lien Claims that constitute securities for U.S. federal income tax purposes.

It is expected that loss may be recognized as a result of the lapse of the Subscription Rights (assuming that a holder is properly treated as having obtained tax basis in such Subscription Rights).

**Form 8937, Line 19**

The effective date of the Emergence Transactions is March 31, 2025. The reportable tax year is 2025 with respect to the Claimholders that are calendar year taxpayers.

*The information contained herein does not constitute tax advice and is intended to provide only a general summary and is not intended to be a complete analysis or description of all potential U.S. federal income tax consequences of the transactions described herein. Moreover, the discussion set forth above does not address tax consequences that may vary with, or are dependent on, individual circumstances. Claimholders should consult with their own tax advisors with respect to the tax consequences of the transactions described herein as applicable to their particular circumstances.*