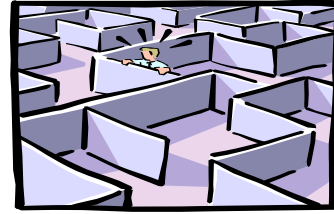


Deeb
MacDonald
& Associates, L.L.C.
Consulting Group



Developing Solutions
For Your Business

PRIVATE BRANDS VICE PRESIDENT SALES SHARE GROUP

Are you maximizing sales and profitability within your existing customer base?

Does your company have a new customer strategy that aids your sales people in selling and negotiating new business?

Are you knowledgeable about your competitor's strategy and capabilities that can impact your business?

Are you getting value added activity for the money you are spending with sales agents?

These and many other critical questions and issues are facing manufacturers of private brands today. Deeb MacDonald & Associates, L.L.C. are establishing a Private Brands Share Group of industry professionals with diverse experiences to share learning and develop strategies and value added solutions to these and other issues.

Objective:

Organize a share group dedicated to the development and sharing of best practice solutions to problems and opportunities facing private brands companies today within the scope of profitable sales and merchandising strategies and tactics.

Design:

The share group will consist of 15 sales professionals from non-competing companies that sell private brands to the retail grocery industry. These

representatives will have responsibility for sales and merchandising strategies, implementation and execution for their respective companies. The share group will be organized, administered and facilitated by Deeb MacDonald & Associates, L.L.C. (DM&A) with managing partners Pete Deeb and Craig MacDonald's full participation.

Ron Bloch, an experienced Washington D.C. antitrust attorney with extensive industry experience, will provide legal clarification and guidance.

Operation:

By Laws will be established by the share group and DM&A. This will provide the ground rules of operation including: definition, purpose, objectives, membership administration, capacity, commitment and competitive guidelines. Each member will sign an agreement that they have read, understood and will adhere to the By Laws for the benefit of the entire share group.

Meeting Format:

The beginning of each meeting at 12:00 noon will provide an opportunity for the agreed to guest presenter or a review of outstanding business in addition to a review of that meeting's agenda and lunch. The meeting agenda will provide time for guest & member presentations, discussion and sharing. DM&A, with the agreement of the membership, will provide advanced research for each meeting that will offer a selection of possible outside presenters for future meetings. Their purpose will be to provide, but is not limited to: new technology or services, examples of best practice actionable solutions, specific research within our scope that may lead to actionable solutions and customer views of opportunities or issues.

Meeting Agenda:

Time will be allocated at the end of each meeting to discuss preliminary topics that may help set the next meeting's agenda. The agenda will focus on a few important opportunities/issues. DM&A will provide the initial ideas to begin the discussion. Between meetings, DM&A will provide tentative agendas to the membership for their review and input. The final agenda for each meeting will be published at least 4 weeks prior to the meeting to insure adequate time for member preparation. Each member should provide a formal sharing for 1 meeting per year.

Timing:

The share group will meet twice a year, early in the second quarter and late in the third quarter. Each meeting will begin at 12:00 noon the first day and conclude no later than 4:00 pm the next day.

Location:

The share group will meet at locations selected by the members. Meetings will not be held at members offices unless a member has something to share that can only be accomplished at their offices. The advantage of holding meetings away from member locations is to avoid interruptions and not to place the extra burden of preparation on the membership.

Professional Fees and Expenses:

DM&A will invoice each member \$3,700 at the beginning of the year for professional services rendered by DM&A and Ron Bloch in connection with both share group meetings. Any additional professional fees will be discussed and agreed to in advance by the membership.

We have estimated our expenses for a share group of 15 members to be \$1,200 per member, per year. This will bring the estimated membership total to \$4,900 per year or \$2,450 per meeting, per member.

Expenses include meeting room & supplies, equipment rental, meals, transportation to and from dinner and expenses incurred by Pete Deeb, Craig MacDonald and Ron Bloch for travel, lodging and meals. These expenses will be split equally by the members and invoiced separately, regardless of attendance.

Each meeting will provide:

- Day 1 - opening lunch, afternoon refreshment break, and transportation to and from dinner, and cocktails and dinner.
- Day 2 - continental breakfast, morning refreshment break and lunch.

Members will be responsible for their own travel, lodging and any miscellaneous charges they incur.

Why should I join this share group?

Points of difference and added value with this share group:

- This share group is focused solely on business opportunities and issues and challenges facing private brands sales executives.
- DM&A will provide additional research to determine outside interests that may benefit the share group. These may be in the form of: cutting edge technology, advanced services, other industries best practice solutions, other non-member companies best practice solutions, industry studies and alternative viewpoints providing a forum for discussion to name a few areas.
- DM&A provide years of experience and understanding of the issues and opportunities within the private brands. They will add value by offering their views, not just facilitating the membership meetings.
- Your role is almost turnkey, allowing your participation and time devoted to the share group to be optimized.
- Legal counsel provides valuable interpretations and guidance protecting you and your company from any legal concerns that would be addressed within the confines of the share group.
- DM&A will also serve as communication, analysis and recommendation advisors to the members. Between meetings, members may need to better understand how other members are handling an opportunity or issue whereby DM&A will generate the appropriate way to position the inquiry through Ron Bloch, retrieve the responses from the other members and, if appropriate, non-members, analyze the responses and provide an evaluation of those responses for added value.

We will follow up with a telephone call shortly to determine your interest in joining this share group.

Kind regards,

Pete & Craig

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