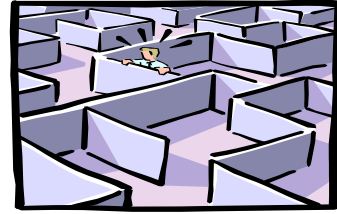


Deeb
MacDonald
& Associates, L.L.C.
Consulting Group



Developing Solutions
For Your Business

Retail Effectiveness Share Group

Are you achieving your in-store objectives with the retail resources that you have deployed?

Do you feel that you're doing more than your fair share at retail but not getting a return on your investment?

How can we achieve results that meet all stakeholders' objectives?

These are common questions many CPG companies are asking themselves. Deeb MacDonald & Associates, L.L.C., is establishing a Retail Effectiveness Share Group of industry professionals with diverse experiences to share ideas and learning to determine approaches for improved retail effectiveness and efficiency.

Objective:

Organize a share group devoted to the development of best practice actionable solutions for opportunities and issues facing manufacturers, sales agents, retailers, wholesalers and independent retailers within the scope of Retail Effectiveness.

Design:

The share group will consist of 15 non-competing manufacturers and sales agents. Their representatives to the group will have responsibility for development, execution and improvement of Retail Effectiveness within their companies. This 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 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 and 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 one meeting per year.

Timing:

The share group will meet twice a year, second quarter and late in the third quarter. Each meeting will begin at 12:00 noon the first day and conclude no latter 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 office. The advantage to 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 and 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 for this share group:

- This share group is focused solely on gaining insights and actionable solutions for Retail Effectiveness that will improve your retail coverage and maximize the dollars you are spending to improve your brand sales at the retail store.
- 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 their own experience and understanding of the issues and opportunities associated with attaining improved Retail Effectiveness. They will add value by offering experiences and solutions they have utilized, not just facilitating the membership.
- 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 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 the share group.

Kind regards,

Pete & Craig

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