



**ConAgra Foods Retail Products
Company**

Five ConAgra Drive
Omaha, NE 68102

“In-Ad” Offer Policy

To Our Retail Customers:

Regarding the use of ConAgra Foods, Retail Products Company in-ad promotions to be utilized in any form of your ad media. “In-Ad” Offers would include, but not limited to: “In-Ad Coupons”, “In-Ad Rebate or Refunds”, “In-Ad Sweepstakes” offers. ConAgra Foods, Retail Products Company sales representative will notify customer of the specific performance requirements for the particular promotion.

ConAgra Foods, Retail Products Company agrees to redeem or fulfill these “In Ad-Offers” as outlined in the specifics of each program, including coupons at a rate equal to their coupon value plus 8¢ handling cost per coupon, provided the offer and/or coupons meet all performance requirements for the particular promotion and the performance and redemption policy requirements listed below. Customer certifies that all “In-Ad” coupons submitted for payment will have been properly redeemed.

Customer agrees to comply with all of the terms and conditions of this ConAgra Foods, Retail Products Company In-ad Offer policy, in consideration of its participation in ConAgra Foods, Retail Products Company In-Ad Offer promotions.

Continuance in ConAgra Foods, Retail Products Company In-Ad promotions is conditioned on determination that the customer is complying with all the terms of this Policy. If, at any time hereunder, ConAgra Foods, Retail Products Company makes a good-faith determination that the customer has not complied with all of the terms of the Policy, may terminate the customer's participation in current and future In-Ad promotions on any or all ConAgra Foods, Retail Products Company brands.

PERFORMANCE REQUIREMENTS;

The “In-Ad” Offer must meet each of the following requirements for the particular promotion, and the requirements of ConAgra Foods, Retail Products Company in-ad coupon redemption policy, to be acceptable for payment:

- 1. THE “IN-AD” OFFER MUST APPEAR IN THE MAIN BODY OF CUSTOMER'S "BEST FOOD DAY AD", HANDBILL OR NORMAL ELECTRONIC MEDIA, INCLUDING WEBSITES. “IN-AD” COUPONS ARE ONLY APPROVED TO RUN IN THE NORMAL PRINT MEDIA “BEST FOOD DAY AD”, OR HANDBILL, NOT IN ELECTRONIC MEDIA, INCLUDING WEBSITES.**
- 2. EACH OFFER MAY RUN ONLY ONE TIME WITHIN THE STATED PROMOTION PERIOD AND THE EXPIRATION DATE MUST NOT EXCEED THE SPECIFIED PERIOD FROM THE DATE OF INSERTION.**
- 3. NO DIRECTLY COMPETITIVE PRODUCTS MAY BE WITHIN THE CUSTOMER'S AD.**
- 4. CUSTOMER MUST USE CONAGRA FOODS, RETAIL PRODUCTS COMPANY APPROVED “IN AD” OFFER COPY AND ARTWORK WITH NO ALTERATIONS EXCEPT MODIFICATION TO MATCH A RETAILER'S AD FORMAT. THE RETAILER MUST ENSURE THAT THE OFFER MEETS ALL PROVISIONS OF THE INDIVIDUAL PROGRAM SPECIFICS. THE “IN-AD” OFFER SIZE MUST BE AT LEAST THE SAME AS THAT NORMALLY USED BY THE CUSTOMER. ALL “IN-AD” OFFER COPY MUST BE LARGE ENOUGH TO BE LEGIBLE. CUSTOMERS UTILIZING CONAGRA FOODS RETAIL PRODUCTS COMPANY SWEEPSTAKES OFFERS MUST POST OR MAKE AVAILABLE TO CONSUMERS THE OFFICIAL SWEEPSTAKES RULES PROVIDED BY CONAGRA FOODS IN EACH OF THEIR RETAIL OUTLETS.**

5. THE FOLLOWING MUST APPEAR ON EACH "IN-AD" COUPON:

**RETAILER NAME
COUPON VALUE**

**BRAND NAME AND SIZE
COUPON GOOD FROM
START DATE:**

END DATE:

**"LIMIT-1 PER
-HOUSEHOLD
-ADDRESS
-E-MAIL**

**COUPON CODE ASSIGNED BY CONAGRA FOODS
REPRESENTATIVE**

6. THE CUSTOMER MUST ALLOW A REVIEW AND WRITTEN APPROVAL OF ALL "IN-AD" OFFER FINAL ART AND COPY BY A CONAGRA FOODS, INC. REPRESENTATIVE PRIOR TO RELEASE FOR PRINTING AND DISTRIBUTION. FAILURE TO ALLOW A CONAGRA FOODS SALES REPRESENTATIVE TO REVIEW "IN-AD" OFFER FINAL AD ART AND COPY AND/OR FAILURE TO MAKE ANY IDENTIFIED CORRECTIONS WILL RESULT IN THE WITHDRAWAL OF THAT SPECIFIC "IN-AD" OFFER AS WELL AS POTENTIAL FUTURE "IN AD" OFFERS. IF AD IS RELEASED WITHOUT CONAGRA FOODS WRITTEN APPROVAL, CUSTOMER WILL PAY THE COST FOR REDEMPTION.

7. "IN-AD" COUPONS FROM HAND BILLS WILL QUALIFY *ONLY IF* HANDBILLS ARE A REGULAR METHOD OF ADVERTISING FOR THE CUSTOMER. SUCH HANDBILLS MUST BE PRINTED, MAILED DIRECTLY TO HOMES AND PROVIDE PROPORTIONATE COVERAGE OF CUSTOMER'S MARKETING AREA. MIMEOGRAPHED, XEROX OR OTHER "HOMEMADE" TYPES OF HANDBILLS WILL NOT QUALIFY.

8. CUSTOMER MUST SUBMIT ALL REDEEMED COUPONS FOR REIMBURSEMENT NO LATER THAN SIXTY (60) DAYS FROM THE EXPIRATION DATE OF THE COUPON.

9. ALL IN-AD OFFER COUPONS, REDEMPTIONS, REBATES, FULFILLMENT MUST BE SENT TO THE ADDRESS INDICATED FOR EACH OFFER.