<table>
<thead>
<tr>
<th>VIDEO</th>
<th>AUDIO</th>
</tr>
</thead>
<tbody>
<tr>
<td>Graphic treatment, montage of stills.</td>
<td>Music:</td>
</tr>
<tr>
<td>Stock images of vintage, summer-themed beer ads</td>
<td>Stock music, upbeat,</td>
</tr>
<tr>
<td>Ending with animated Kroger Logo, settling in place. Super beneath “The Summer of Beer Starts Here!”</td>
<td>Retro, swing, advertising-type music</td>
</tr>
<tr>
<td>Logo out, replace with inset DVE window, showing summer fun images, beach, pool, cookout, baseball, rafting, canoeing, waterski, camping, hammock, outdoor concert, 4th of July fireworks, etc</td>
<td>Sample online: <a href="http://www.amazon.com/gp/recsradio/radio/B0000033P">http://www.amazon.com/gp/recsradio/radio/B0000033P</a> D/ref=pd_krex_listen_dp_img?ie=UTF8&amp;refTagSuffix= dp_img</td>
</tr>
<tr>
<td>Now, inset shows previous beer ads</td>
<td>Hello, I'm Don Becker. I'd like to say hello to all of our Associates around the country, and tell you about an exciting 10-week beer promotion coming your way beginning this May. Of course, I am talking about the return of our very successful program, The Summer of Beer Starts Here.</td>
</tr>
<tr>
<td>Graphic BB: Beer is #3 Category overall</td>
<td>You know, for every image that comes to mind when you think of summer, it's a good bet that the image of a cold beer isn't far behind.</td>
</tr>
<tr>
<td></td>
<td>For decades, brewers and advertisers have been wedding the concepts of beer and summer fun. It's not even a question these days. The only question is where can I get some?</td>
</tr>
<tr>
<td></td>
<td>As you know, beer is big business at Kroger. In fact, it's our number three category overall. Promotions like Summer of Beer are one reason why.</td>
</tr>
</tbody>
</table>
For the past couple of years, these promotions have been a big success throughout the Kroger family of stores. One reason for the success is the fact that it falls squarely in line with our Customer First Strategy: We offer our customers good prices, plus a little more. Our associates, in stores all across the country, give outstanding friendly service. Great products, prices and people combine to offer an exceptional shopping experience that keeps our customers coming back.

In past years, Summer of Beer served as a ramp-up to Memorial Day, and the summer beer-buying season. This year, the Summer of Beer promo will Span from May 2nd all the way to July 10th.

You see, while we celebrate our past successes, we also see that we have significant room to grow. We have nearly an 800-million-dollar opportunity with shoppers who are already in the stores. By expanding the program just past Independence day, we will have an even better chance to capitalize on that opportunity.

Once again, the Summer of Beer Starts Here will be merchandised in all of our stores. This program involves all of our major beer suppliers. It features attractive prices for our shoppers and creative merchandising and POS that will generate excitement in our stores.

These are just some of the highlights of the 2010 Summer of Beer promotion. Now, I’m going to turn it over to Cindy Rantanen and Allan Cook, who are going to give you all of the particulars. For all of us, I’d like to thank you for your attention. I’m urging every Division to get behind this exciting program and make it your
Montage treatment as before. Summer sports images. Pro beach volleyball with prominent beer logo behind. MLB scoreboard with giant Bud logo, NASCAR, powerboats with beer logos, etc.

Fade to Cindy in studio. She is cam left, Beer logo on right. Super lower third: Cindy Rantanen, Vice President Grocery Merchandising.

Beer Logo Fades, replaced by super “2009 Results”

Graphic Billboard Build:

2009 Results
- 13 of 18 divisions accelerated Category Growth
- Category $ increased
- Category Gross Profit $ increased
- Category Loyal Households increased
- Category Market Share increased
- Category & loyal HH growth

Cindy on Cam

Graphic Build:
What Worked in 2009?
Division “Ownership”
Increased Feature Ad & Display Activity
Increased Beer Category Focus at Divisions
POS – Overall Support for “Look” & Distributor Execution of

own. Create the excitement and our customers will respond.

Music: Perhaps more driving, sports-y, power-tune this time

Hi, I’m Cindy Rantanen. I’d like to thank Don Becker for giving us all a heads-up on The Summer of Beer Starts Here promotion, beginning this May.

I am going to describe the goals and objectives of this year’s promotion. But first, I’d like to recap last year’s results.

In 2009, 13 of our 18 divisions experienced accelerated category growth, including:
Increased category dollars…
Increased gross profit…
Increased category loyal households…
Increased category market share, and
Increased category and loyal household growth.

What worked in 2009? Well, our associates at the store level worked hard to achieve these results! There were other key components of the program’s success, as well…

A sense of ownership at the division level;
Increased feature ad and display activity:
Increased category focus by the Divisions;
Buy-in for the look of the POS and solid execution by distributors;
Exceptional display planning, communication and
Program
Display Planning, Communication & Execution
Coordinated Supplier and Distributor Execution

Now, these are impressive numbers and, again, we thank you. But we’d like to think we are just warming up. As Don said, in 2010 we are expanding the promotion from one month to just over two. And here’s what we hope to achieve:

The Summer of Beer Starts Here will help make our stores a beer destination with a scalable summer themed program that promotes the Category in and out of the primary beer selling areas;

This will be a proprietary program that cannot be imitated by other chains;

We will appeal to multiple usage occasions using educational elements to elevate the image of beer. Food pairings, just like we do with wine, are one tool;

We want to kick off the “Summer Selling Season”, and drive in the extra runs to help our stores to win not only Memorial Day, but Independence Day as well.

With these elements in place, our goal is to translate a 5% category growth trend into a 10% category growth target!

So we are introducing some enhancements to the 2010 Summer of Beer Program, including:

Setting clear timelines for communications plans to all our stores;

Introducing a cleaner-looking, modular, more customer-friendly display;

We will also ask for even stronger participation across all Divisions;

And even better POS planning and execution.

Additionally, we will provide Value Offers to entice our suppliers to give extra support to the program.

2010 Program Goals:

Become THE Beer Destination with Scalable Program, In and Outside Primary Beer Sales Areas

A Proprietary Program that Can’t be Copied

Drive Multiple Usage Occasions, Elevate Image of Beer

Kick off “Summer Selling Season”, Win Memorial Day and July 4th

Achieve Category Growth Target of 10% (trend 5%)

Graphic Build:

2010 Program Enhancements

Clearer Communication Timelines

Modular, More Customer-centric Display

Stronger Participation Across Divisions

Improved POS Planning & Execution

Supplier Incentives
So that’s a look at last year’s results, and our goals for 2010. Now, here is Allan Cook, who will provide further details on this year’s Summer of Beer program.

Music:
Stock music, upbeat,
Perhaps Beach Boys-like?
Jimmy Buffet-like?

Thanks Cindy. I’m Allan Cook. First of all, let me say this is just the first bulletin in what will be an even more comprehensive communication plan for the 2010 program. You will continue to hear more from us about the goals, objectives and details of the Summer of Beer Starts Here program. Coming soon…

The Kroger GO will provide more details of the lobby and beer aisle display plan;
The GO will work with the Divisions and Regions to coordinate the program;
The GO will communicate to display case quantity by store location to Divisions and Regions;
Display space will be allocated by market share percentage;
We will communicate to our Distributors our expectation that they work with us to execute the program; and
We will be coordinating pricing coordinated through Divisions and Regions.

Now I’d like to discuss some steps you can take to get your stores ready for the Summer of Beer Starts Here program.
Getting Your Store Ready

- Build Displays
- Clean Up Inventory
- Post-off Costs
- Meet with Distributors
- Promote the Program
- Local Brand Focus

- First, commit to building displays for this program.
- Clean up your inventory at the end of April, and start fresh in May.
- Work on your post-off costs for the program
- Meet with your Distributors to review brands, pricing and other key program elements
- Promote the program at all Kroger Marketing and Merchandising meetings, and
- Focus on participating brands that will best meet the needs of your shoppers.

Next, let’s talk about in-store execution and stewardship of your program results.

The key to capturing the customers’ imagination will be execution in-store. It begins in the planning process.

So be sure to incorporate the Summer of Beer promotion in your display plan.

Point-of-Sale and sign kit packages will be delivered to your stores the week of April 26th. The DSD beer vendors will work together to set up the display.

Teamwork between stores and distributors will be vital to the success of the overall program.

And again, we’re counting on your input to help generate enthusiasm at the local level.

Our Associates are the best at creating excitement in-store and we’re confident that this program will be no different.
The Summer of Beer Starts Here is a program full of exciting possibilities. It’s can provide the momentum to help us win both Memorial Day and Independence Day. It’s a chance to capitalize on a nearly 800-million-dollar opportunity with shoppers already in store, and to solidify Kroger’s position as the customer’s one-stop beer retailer.

We appreciate your help, your enthusiasm, and your creativity in making this program a huge success for the entire Kroger family of stores. If you have any questions, please don’t hesitate to contact Cindy or me. We'll be happy to help you any way we can.

Allan: Thanks for watching. And now, if you’ll excuse me, MY Summer of Beer Starts Here!

Music: driving, Dick Dale surf guitar stuff.