

OFFICIAL FRESH FILMS REESE'S PUFFS EXTRAORDINARY CINEMA CONTEST RULES

WHAT IS THE CONTEST?

The Fresh Films Reese's Puffs Extraordinary Cinema Contest invites teenagers to share their creative ideas and enthusiasm about the process of making and marketing films.

WHAT CAN I WIN?

Grand Prizes

One (1) of the two (2) selected Finalist teams will be selected as Grand Prize Winners. Each member of the Grand Prize winning team will be awarded a flip camera and a \$1,000 scholarship that can be used by the winner, by June 1, 2011, to pay for school or educational courses given by an educational, filmmaking or creative institution. Approximate value of each Grand Prize is \$1,200. Up to nine (9) Grand Prizes will be awarded.

Runner-Up Prizes

One (1) of the two (2) selected Finalist teams will be selected as Runner-Up Prize Winners. Each member of the Runner-Up Prize winning team will be awarded a flip camera. Approximate value of each Runner-Up Prize is \$200. Up to nine (9) Runner-Up Prizes will be awarded.

Finalist Prizes

Eighteen (18) selected Finalists will each be awarded a trip for two (2) to Los Angeles, CA for winner and his/her parent or guardian. Finalists will participate in a Fresh Films Reese's Puffs Extraordinary Cinema Teen Production Crew. Each trip includes roundtrip airfare for two from major airport nearest winner's home to Los Angeles, CA and one double occupancy hotel room for seven nights. Approximate value of each Finalist Prize is \$2,200.

Finalists must be available for travel between March 13-20, 2010 or prize will be forfeited and an alternate Finalist will be selected from the remaining eligible contest entrants. Participation of all contributing Fresh Films Reese's Puffs Extraordinary Cinema Teen Production Crew members are subject to written approval by their parents/guardian (as specified by the participant's state of residence) and the approval of Dreaming Tree Films. Dreaming Tree Films also reserves the right to reduce the total number of Teen Production Crew members, as it deems necessary or appropriate. Participants will be responsible for attending all production sessions during the 7-day production schedule; failure to attend may result in termination from the Teen Production Crew, including forfeiting of all prizes and winnings and return travel home at Participant's expense. Participants and their respective Parent/Guardian will be responsible for conduct during and after Fresh Films Reese's Puffs Extraordinary Cinema production sessions. Failure to comply with conduct mandates may result in termination from the Teen Production Crew, including forfeiting of all prizes and winnings, and return travel home at Participant's expense. Teen Production Crew members do not need to live in the production city to be selected as a winning entrant.

All contest prizes are not transferable, except at the sole discretion of General Mills. Each Finalist is eligible to win only one prize in addition to the Finalist Prize. All taxes and other expenses, if any, are the sole responsibility of the winners. This contest is void where

prohibited or otherwise regulated. All federal, state and local laws apply.

WHO CAN ENTER?

You are eligible if you are 13-18 years of age as of February 15, 2010 and are currently enrolled in Junior High or High School or similar home-school or have taken High-School classes during the 2009-2010 school year and live in one of the 50 United States (excluding Rhode Island and Maine) or the District of Columbia during the competition.

You are not eligible to enter and will be disqualified if:

- You are an employee of General Mills, Dreaming Tree Films, or any of their respective parents, subsidiaries and affiliated companies, or a member of the immediate family (parent, children, siblings, spouse, regardless of where they live) or same household of such employees (whether related or not).

HOW DO I ENTER?

Submit a total of two (2) short essays: 1) telling us why you would like to be part of the Fresh Films Reese's Puffs Extraordinary Cinema film crew and 2) sharing an extraordinary part of your life.

Online entry. Go to www.fresh-films.com complete the registration section completely (entering your name, birth date, mailing address, telephone number and email address) and submit two (2) essays (each 100 words or less). The topic of the first essay must be why you want to be part of the Fresh Films Reese's Puffs Extraordinary Cinema film crew. The topic of the second essay must be about something in your life that went from ordinary to extraordinary. Only complete entries containing both essays will be eligible. All electronic entries must be received between 3:00pm on Tuesday January 12, 2010 and 10:00 am on February 15, 2010 (central time). Each electronic entry should be submitted only once. Use of automated processes and devices to submit electronic entries are not permitted. Contest Sponsor is not responsible for any changes or effects caused to the entrant's computer system as a result of submitting electronic entries.

Mail-in entry. To enter by mail, submit your two (2) essays (each 100 words or less): the topic of the first essay must be why you want to be part of the Fresh Films Reese's Puffs Extraordinary Cinema film crew, and the topic of the second essay must be about something in your life that went from ordinary to extraordinary. In addition, include with your essays a 3" x 5" card with full name, birth date, mailing address, telephone number and email address. Mail your entry to:

Fresh Films Reese's Puffs Extraordinary Cinema
c/o Dreaming Tree Films
4646 N. Ravenswood
Chicago, IL 60640

Entries submitted via postal mail must be postmarked by February 15, 2010. Multiple entries are permitted, but must be submitted separately.

By submitting your essays, you agree that your entry conforms to the Content Restrictions as defined below (collectively, the "Guidelines and Restrictions") and that Sponsor, in its sole discretion, may disqualify you from the Contest if it believes, in its sole discretion, that your essays fail to conform to the Guidelines and Restrictions. All entries become the property of Dreaming Tree Films and will not be returned. Dreaming Tree Films and its agents will not acknowledge or return any entries.

By entering, each entrant warrants and represents that he or she is the owner of all rights to the content submitted, including all copyright and publishing rights, including music and all visual images. Previously published entries are not eligible. Submission of entry grants Dreaming Tree Films and its agents the right in perpetuity to reproduce, publish, distribute, use, edit, adapt and/or modify such entry in any way, in any and all media, without limitation and without compensation to entrant. Submission of entry further constitutes the entrant's consent, or in case of a minor, parent's or legal guardian's consent, to (i) irrevocably assign and transfer to Dreaming Tree Films any and all rights, title and interest in the entry, including, without limitation, all copyrights; and (ii) use entrants' names, hometowns or likenesses (except where prohibited by law) for advertising or publicity purposes without further compensation. Incomplete, incorrect, illegible or mutilated entries will be disqualified. Dreaming Tree Films and its agents will not be held responsible for technical difficulties that complicate, prevent or otherwise alter electronic submissions via the web site or other events beyond the direct control of Dreaming Tree Films that impacts this program.

Only entries submitted via the website electronic form or postal mail will be accepted. Entries submitted via any other method, including but not limited to facsimile or other express delivery services will NOT be accepted. Contest sponsor and their promotion agencies and administrators are not responsible for lost, late, misdirected or otherwise undeliverable mail, or entries that cannot be processed due to phone, network, electronic or computer hardware or software failure, or technical failures of any kind, whether caused by Contest Sponsor, entrants or by any of the equipment or programming associated with or utilized in the promotion or by any technical or human error which may occur in the processing of submissions which may damage a user's system or limit a participant's ability to participate in the promotion. General Mills reserves the right at its sole discretion to disqualify any individual that tampers or attempts to tamper with the entry process or the operation of the contest or website or violates the Official Rules. By submitting your entry, you accept all contest rules and agree to be bound by the decisions of the judges, which will be final. You also agree that your entry becomes the sole property of Sponsor and Sponsor reserves the right to edit, adapt, copyright, publish, transfer and use it, in any and all media without compensation. Sponsor reserves the right in its sole discretion to cancel, terminate, modify or suspend the Contest should virus, bugs, non-authorized human intervention, fraud or other causes beyond its control corrupt or affect the administration, security, fairness or proper conduct of the Contest. In such case, General Mills will select the winner from all eligible entries received prior to and/or after (if appropriate) the action taken by General Mills.

CAUTION -- ANY ATTEMPT BY AN ENTRANT TO DELIBERATELY DAMAGE THE WEBSITE OR UNDERMINE THE LEGITIMATE OPERATION OF THE CONTEST MAY BE IN VIOLATION OF CRIMINAL AND CIVIL LAWS. SHOULD SUCH AN ATTEMPT BE MADE, SPONSOR RESERVES THE RIGHT TO SEEK REMEDIES AND DAMAGES (INCLUDING ATTORNEY'S

FEES) FROM ANY SUCH ENTRANT TO THE FULLEST EXTENT OF THE LAW, INCLUDING CRIMINAL PROSECUTION.

HOW WILL ENTRIES BE JUDGED?

All entries must meet the contest requirements. Entries must be original creations of the contestant. Initial judging of the essay submissions will be conducted by the Administrator and Sponsor based on the following criteria:

- **Passion / Excitement**
- **Creativity**
- **Originality of Film or Marketing Idea**
- **Appropriateness for Target Audience** (examples of inappropriate content include, but are not limited to, violence, sexual situations, drug and alcohol use, obscenity and coarse language.)

Eighteen (18) Finalist entries will be selected from all eligible entries received in late February, 2010. The 18 Finalists will be assembled into two (2) Teen Production Crews, each with nine winning "Teen Filmmakers". Each crew will produce a short film for the 2010 Fresh Films Reese's Puffs Extraordinary Cinema competition. The final short film may be based in part or entirety on an idea submitted by a winning entrant. A Fresh Films Reese's Puffs Extraordinary Cinema Production Crew, to be composed at the sole discretion of Dreaming Tree Films and consisting of at least an executive producer, creative director, director, producer and technical director, will travel to Los Angeles to help the Teen Production Crews produce the Fresh Films Reese's Puffs Extraordinary Cinema short films. Short film production will consist of approximately one 7-day workweek. Efforts will be made to schedule film production around local school schedules and holidays. Additional production and post-production work outside of this work period, and at the exclusion of the contest winners, may be necessary. All final creative and tactical direction is at the sole discretion of Dreaming Tree Films.

Consumers will be invited to go online on or about April 13, 2010 at 3:00pm central time, through April 27, 2010 at 3:00pm to view the two completed Short Films produced by the two Teen Production Crews and vote for the film they feel best meets contest judging criteria of passion/excitement, creativity, originality of film or film marketing idea and appropriateness for the target audience. The members of the Teen Production Crew that produced the Short Film receiving the most consumer votes will each receive a Grand Prize. The members of the remaining Teen Production Crew will receive a Runner-Up Prize. Both films will be available for viewing and voting for equal periods of time. General Mills, Dreaming Tree Films and its agents will not be held responsible for technical difficulties that complicate, prevent or otherwise affect electronic voting via the web site. Furthermore, Dreaming Tree Films and its agents have implemented these official rules in an attempt to create a fair online voting environment and will not be held responsible for measures taken by site visitors to circumvent the voting system, or otherwise affect the outcome of the vote.

WHAT HAPPENS IF I WIN?

If you are one of the eighteen (18) selected Finalists you will be notified on or about February 28, 2010 via phone or e-mail. Grand Prize and Runner-Up winners will be notified on or about

April 27, 2010. Finalists and their travel companions will be required to sign an affidavit of eligibility, a liability release/assignment of rights and a promotional release and return them within seventy two (72) hours of receipt of notification. Any Finalist who does not comply with this requirement, cannot be easily located at the e-mail address provided may forfeit prize and an alternate Finalist may be selected. Except where prohibited by law, each Finalist will be required to sign a release giving General Mills and its nominees full rights to use the Finalist's name, likeness, image and voice for Contest related advertising and publicity, including such usage on the Internet. General Mills reserves the right to cancel this promotion at its sole discretion. Winners will be posted on the Internet at www.fresh-films.com following the competition.

The Fresh Films Reese's Puffs Extraordinary Cinema Contest is sponsored by General Mills Sales, One General Mills Blvd. Minneapolis, MN 55440 and administered by, and Fresh Films is produced by, Dreaming Tree Films, Inc., 4646 N. Ravenswood Avenue, Chicago, IL 60640.