

EXHIBIT A



345 Cedar Street
Saint Paul, MN 55101-1057
651-222-1111

RAINBOW FOODS
AND THE
ST. PAUL PIONEER PRESS

February 3, 2003 – February 2, 2004

The term of this agreement begins February 3, 2003, and ends February 2, 2004.

Rainbow Foods will agree to the following annual revenue volume contract in advertising expenditures in the Pioneer Press and its affiliated entities, i.e. Northwest Publications and KnightRidder.com. All Rainbow Foods expenditures with the Pioneer Press will apply to Rainbow Foods total dollar revenue.

\$2,500,000 Expenditure Level: Daily Ad Program with Sunday Insert

I. Daily Ad & Sunday Insert Rates:

A. ROP Full Page, 4-Color Rates Per Ad Per Day:

Mon–Sat: \$4,965

Sun: \$6,750

*Zone advertising available at 52x (lowest) zone rate. Refer to 2003 Retail Advertising Rate Card for details.

*Sunday rates apply on select Holidays, whereby circulation levels increase to Sunday levels per 2003 Retail Rate Card.

B. INSERT Rates:

*CPM earned rates based on insert quantities. Refer to 2003 Retail Rate Card for details.

	<u>Sunday</u>	<u>Daily</u>
-Full Run Bill Quantity:	272,500	210,000
-Full Run Send Quantity:	278,000	214,200

*8% frequency discount based on minimum of 52 Sunday inserts during the annual contract period.

*"Wednesday Only" daily cpm applies to any daily insert. Refer to 2003 Retail Advertising Rate Card for details.

*Insert Rate Examples:

-Sunday: 8 pg tab @ \$38.40 @ 272.5k = \$10,464.22

*Daily Full Page, 4-Color Ad Program Short Rate: In the event Rainbow Foods cancels the Daily Full Page, 4-Color Ad Program prior to annual contract attainment, rates will revert to Rainbow Foods ROP rates (see V. Short Rate).

II. Premium ROP Positions:

*Daily Full Page, 4-Color Ad Program: back of Main News, excluding Saturday.

*Daily Ad Program for back page positions results in no premium charge

*Occasional events/circumstances, i.e. State Fair, Final Four, allow for movement from back of Main News to specifically requested, available positions.

III. Annual Partnership Performance Privileges:

*Daily Ad & Sunday Insert Agreement earns product enhancements

- A. Sunday/Daily Polybags: Up to 24 per year; as available (Value: \$360k)
- B. Friday Eat Full Pg: Weekly; color as available (Value:\$535.5k)
- C. 2X2 Teasers: Up to 10/week Mon-Sat; as available (Value: \$131k)
- D. Sunday TV Weekly Full Pg B&W: Weekly (Value: \$76k)
- E. Annual twincities.com Package: (Value: \$145k) - ONLINE
- F. Two Cause Marketing Partnerships at 126" minimum level per Partnership (Value: \$13.5k +)
- G. Publishers Circle: 1x per year (Value: \$15k)

IV. Agreement Enhancements:

- A. 12x Sunday Post-It & Full Pg Ad: \$13,400 (Value: \$20,000)
Annual investment: \$160,800 (Annual value: \$240,000)
- B. Easy Save/Today's Deal...Daily ¼ Pg B&W: \$1,240 per day
Annual investment: \$452,600 (75% off Full Pg Daily Rate)

V. Short Rate:

In the event Rainbow Foods fails to achieve the contracted expenditure commitment with the Pioneer Press upon expiration of yearly contract term, rates will revert to the earned ROP and Preprint Rates in the 2002 Retail Advertising Rate Card.

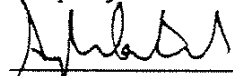
VI. Policy:

All other rates charged at effective Pioneer Press rate card rates. All advertising subject to conditions and policies of Pioneer Press 2002 Retail Advertising Rate Card, which is incorporated herein by reference. Billing based on a net thirty-day payment schedule.

Change in Control: Should any entity purchase substantially all of Rainbow Foods' assets by stock or otherwise, such entity shall assume all rights and obligations under this agreement.

All 2002 retail advertising agreement addendums between Rainbow Foods and the Pioneer Press are incorporated herein by reference.


Accepted for Pioneer Press:



Gary Wortel
VP Advertising, Pioneer Press

Date: 2/4/03

Accepted for Rainbow Foods:



Pat Liska
President, Rainbow Foods

Date: 2-3-2003

1/2/03

