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# GENERAL MILLS

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July 28, 2011

Mr. Conrad MacKerron  
Senior Program Director  
Corporate Social Responsibility Program  
As You Sow  
311 California St., Suite 510  
San Francisco, CA 94104

Re: Proposal on Producer Responsibility for Packaging

Dear Conrad:

We are writing to As You Sow as the primary filer of the proposal on Producer Responsibility for Packaging which was submitted for inclusion in the General Mills 2011 Proxy Statement. This letter will confirm our agreement as to future engagement and discussions with As You Sow and interested stockholders concerning packaging waste, recycling and extended producer responsibility (EPR).

General Mills commits to schedule at least one meeting per quarter to engage in direct discussions with As You Sow and interested stockholders about this topic, with the understanding that we may mutually agree to meet on a more or less frequent basis as our discussions warrant or to conclude our discussions.

As part of our engagement, we will share the key data underlying our perspective on packaging waste and EPR programs, and we will likewise consider your viewpoint and your data. The information we plan to share will include data concerning specific results and the changes that have been made in certain countries relative to EPR programs, including program costs and recycling and recovery rates. Initially, we would plan to share and discuss with you three key data sets:

- **FIRST, THE ROLE OF FOOD WASTE.** Responsible manufacturers must take a holistic view of the impact of packaging, especially food packaging. Data we have helps explains the role of packaging relative to food waste. This parameter impacts the economics of recycling and the potential value of future recycling, which was a key aspect of your proposal.
- **SECOND, DISCUSSION OF DATA RELATIVE TO MATERIAL RECOVERY.** We believe that there is an opportunity to improve upon As You Sow's interpretation of the data on the materials that could potentially be recovered under EPR. Our analysis arrives at a very different conclusion than does As You Sow. As your view of the potential opportunity has obviously influenced your position on this, we are confident we would both benefit from such a discussion. This should lead to a helpful exchange of views, as well as a richer discussion of the data that informs those views.

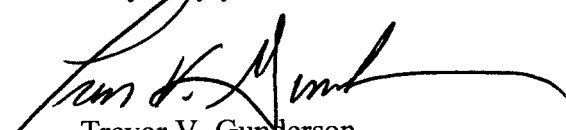
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- **THIRD, DISCUSSION OF EPR SYSTEMS AS IMPLEMENTED, AND THE IMPACT ON RECYCLING RATES.** Industry has direct experience with EPR in both Europe and Canada. We also have considerable experience with recycling in the U.S. We would both benefit from a discussion of industry experience in each of these locations. For example, General Mills and the industry have driven reductions in the use of packaging in the U.S., and we have also seen a reduction in the amount of packaging going to landfills in the U.S. As You Sow cites EU data and attributes positive packaging changes to EPR in EU. However, comparing data specific to U.S. recycling and recovery with data specific to EU recycling and recovery strongly suggests that the broader forces driving packaging reductions in the U.S. are the same forces driving changes in the EU.

We will also continue to urge industry peers to advance their understanding of this issue, and we will commit to sharing your perspective with industry peers in any discussion we are able to promote.

We look forward to our future discussions and the opportunity to develop a shared understanding of EPR.

Very truly yours,



Trevor V. Gunderson

cc: Blaine Townsend, Nelson Capital