JENNER&BLOCK

April 10, 2007

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VIA FACSIMILE AND FEDERAL EXPRESS

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Stephen Gardner
Director of Litigation
Center for Science in the Public Interest
The Meadows Building
5646 Milton Street, Suite 211
Dallas, TX 75206

Re: Quaker Oatmeal

Dear Steve:

This letter is intended to memorialize the agreements reached between CSPI and The Quaker Oats Company ("Quaker) in regard to changes to Quaker's oatmeal packaging and advertisements for Take Heart, Sun Country Quick Oats, Old Fashioned Oats, Oatmeal Squares cereal, Oatmeal To Go bars, and Instant Oatmeal ("the products"). In consideration for Quaker's agreement to make these changes, CSPI has agreed to withdraw its October 20, 2006 notice of intent to sue letter to John C. Compton and will take no further action regarding these products provided that Quaker implements these agreed upon changes.

Rather than attempt to describe each change that CSPI and Quaker have agreed to, I have enclosed the new packaging and print ad that CSPI has agreed are satisfactory. As a general matter, these changes were made to insure that the health benefits of the various oatmeal products are clear. In that regard, for example, the enclosed print ad for the Old Fashion Oats, Instant Oatmeal, and Oatmeal To Go, deleted the following references: a "unique" whole grain food, "excess cholesterol," "removes it from the body," and "actively finds." Additionally, the print ad more prominently displays the reference statement that "3 grams of soluble fiber daily may help reduce heart disease risk as part of a heart health diet." The bar graph in prior print executions has also been removed. As we previously advised you, this print has been running in various magazines since March and April 2007.

With respect to packaging, enclosed are the examples of the agreed-upon packaging changes for the Old Fashioned Oats tube and Oatmeal Squares cereal. As illustrative examples of the agreed-to changes to the packaging, the banner at the top of the Old Fashioned Oats tube now contains the statement "As part of a healthy diet, the soluble fiber in . . ." and the heart has been placed adjacent to the statement that "3 grams of soluble fiber . . ., etc." The packaging of the other Quaker oatmeal products will be modified so that they are consistent with the enclosed examples of the oats tube and Oatmeal Squares, and should be on shelves by August or September 2007. Quaker is not presently running any TV advertising for these products and won't be doing so until next season.

JENNER&BLOCK

We are pleased that we have been able to resolve CSPI's stated concerns and appreciate your assistance and cooperation throughout the process.

Very truly yours,

Dean N. Panos

DNP:jm
Enclosures

1524147

As part of a heart healthy diet, the soluble fiber in **Oatmeal helps remove cholesterol!**

3 grams of soluble fiber from oatmeal daily in a diet low in saturated fat and cholesterol may reduce the risk of heart disease. This cereal has 2 grams per serving.

QUICK & EASY

QUAKER OATS

OLD-FASHIONED

100% Whole Grain
100% Natural

SMART CHOICES MADE EASY

NET WT. 42 OZ. (2 LB 10 OZ.) 1.19 kg

Nutrition Facts
Serving Size: 1/2 cup dry (40g)
Servings Per Container: about 30

Amount Per Serving	
Calories	150
Calories from Fat	25
	% Daily Value*
Total Fat 3g	4%
Saturated Fat 0.5g	2%
Trans Fat 0g	
Polyunsaturated Fat 1g	
Monounsaturated Fat 1g	
Cholesterol 0mg	0%
Sodium 0mg	0%
Total Carbohydrate 27g	9%
Dietary Fiber 4g	15%
Soluble Fiber 2g	
Insoluble Fiber 2g	
Sugars 1g	
Protein 5g	
Vitamin A	0%
Vitamin C	0%
Calcium	0%
Iron	10%

* Percent Daily Values are based on a 2,000 calorie diet. Your daily values may be higher or lower depending on your calorie needs:

	Calories	2,000	2,500
Total Fat	Less than	65g	80g
Sat Fat	Less than	20g	25g
Cholesterol	Less than	300mg	300mg
Sodium	Less than	2,400mg	2,400mg
Total Carbohydrate		300g	375g
Dietary Fiber		25g	30g

Ingredient: 100% Natural Whole Grain Quaker Quality Rolled Oats

Quaker Oatmeal is a smart choice because it's low in fat and saturated fat to help maintain a healthy diet. One of over 250 smart choices made easy from PepsiCo. For details, visit www.smartspot.com

DISTRIBUTED BY:
THE QUAKER OATS COMPANY
P.O. BOX 049003
CHICAGO, IL 60604-9003 U.S.A.

1104-1 A17

3 00000 01040

As part of a heart healthy diet, the soluble fiber in **Oatmeal helps remove cholesterol!**

QUAKER Smart Heart Challenge

Try it yourself at: www.quakeroatmeal.com

Quaker Oatmeal is a great way to start your day and ***help your heart.*** A heart-healthy-size bowl *(see prep directions)* of Quaker Oatmeal every day, as part of a diet low in saturated fat and cholesterol, may actually ***help reduce heart disease risk.*** With so many tasty ways to serve it, Quaker Oatmeal is a ***purely delicious*** way to get your day off to a heart-healthy start.

Vanishing Oatmeal Raisin Cookies
**See recipe under lid*

Great ways to enjoy oatmeal: Try oatmeal topped with dried fruit, maple syrup, or peanut butter and bananas, or use in great recipes like Autumn Fruit cobbler and many more at www.quakeroatmeal.com.

PREPARING GREAT OATMEAL

SERVINGS	1	Heart Healthy Serving Size	2
OATS	1/2 cup	3/4 cup	1 cup
WATER (or MILK)	1 cup	1-1/2 cups	1-3/4 cups
SALT (optional)*	dash	dash	1/8 tsp.

* for low sodium diets, omit salt

This serving size provides 3 grams of soluble fiber per serving.

STOVE TOP
1. Boil water or milk and salt.
2. Stir in oats.
3. Cook about 5 minutes over medium heat; stir occasionally.

MICROWAVE (one serving)
1. Combine water or milk, salt and oats in medium microwaveable bowl.
2. Microwave on HIGH 2-1/2 to 3 minutes; stir before serving.

Questions or Comments? Call 1-800-4-OR-OATS (1-800-367-6287)
Please have package available when calling

QUAKER

As part of a heart healthy diet, the soluble fiber in Oatmeal helps remove cholesterol

Three grams of soluble fiber from oatmeal daily in a diet low in saturated fat and cholesterol may reduce the risk of heart disease. This cereal has one gram oat soluble fiber per serving.

- Can help lower Blood Cholesterol Level
- Can help reduce Risk of Heart Disease
- Made from Whole Grain Quaker Oats
- Good Source of Fiber & Calcium

My changes for the better!

"I wanted to lower my cholesterol for me, because I feel it's a healthy choice. I've got a lot of things to do...I've got a whole life to live! So I'm eating right and I exercise. Quaker Oatmeal Squares can help lower my cholesterol. It's a heart-healthy choice."

Jim, 48

Equal Goodness!

Eating one serving of Quaker Oatmeal Squares provides the same heart healthy oat soluble fiber as eating one serving of Quaker Instant Oatmeal.

Quaker Oatmeal Squares	=	Quaker Instant Oatmeal
1g Oat Soluble Fiber		1g Oat Soluble Fiber

QUAKER

OATMEAL Squares

Get your Quaker Oatmeal in a variety of ways!

American Heart Association

Meets American Heart Association food criteria for saturated fat and cholesterol for healthy people over age 2.
heartcheckmark.org

63-06005-03
32630600503

Now More Cinnamon!

QUAKER

OATMEAL Squares

Crunchy Oatmeal Cereal

Baked in Cinnamon

Three grams of soluble fiber from oatmeal daily in a diet low in saturated fat and cholesterol may reduce the risk of heart disease. This cereal has one gram oat soluble fiber per serving.

As part of a heart healthy diet, the soluble fiber in **Oatmeal helps remove cholesterol**

- Made from Whole Grain Quaker Oats
- All the Oat Soluble Fiber of a Serving of Instant Oatmeal

SMART CHOICES MADE EASY

NET WT 24 OZ (1 LB 8 OZ) 680 g

3 0000 06005

BEST BEFORE

Questions or comments? Call 1-800-234-6281

Nutrition Facts

Serving Size 1 cup (60g)
Servings Per Container about 11

Amount Per Serving

	Cereal Alone	with 1/2 Cup Vitamins A&D Fortified Skim Milk
Calories	230	270
Calories from Fat	35	35
	% Daily Value**	
Total Fat 2.5g*	4%	4%
Saturated Fat 0.5g	3%	3%
Trans Fat 0g		
Polyunsaturated Fat 1g		
Monounsaturated Fat 1g		
Cholesterol 0mg	0%	1%
Sodium 260mg	11%	13%
Potassium 220mg	6%	12%
Total Carbohydrate 48g	16%	18%
Dietary Fiber 5g	20%	20%
Soluble Fiber 2g		
Sugars 13g		
Other Carbohydrate 30g		
Protein 6g		
Vitamin A	10%	15%
Vitamin C	10%	10%
Calcium	10%	25%
Iron	90%	90%
Vitamin E	10%	10%
Thiamin	25%	30%
Riboflavin	25%	40%
Niacin	25%	25%
Vitamin B6	25%	25%
Folic Acid	100%	100%
Phosphorus	20%	30%
Magnesium	15%	15%
Zinc	25%	30%

Ingredients: [illegible]

CONTAINS WHEAT INGREDIENTS.

DISTRIBUTED BY THE QUAKER OATS COMPANY, P.O. BOX 049003, CHICAGO, IL 60604-9003 U.S.A.

GP

SCHAWK

Quaker	12-15-06	Job Number 648838 -02
24oz Oatmeal Squares Cinnamon	63-06005-03	

Your cholesterol trembles just at the sight of him.

Here's how he does it.

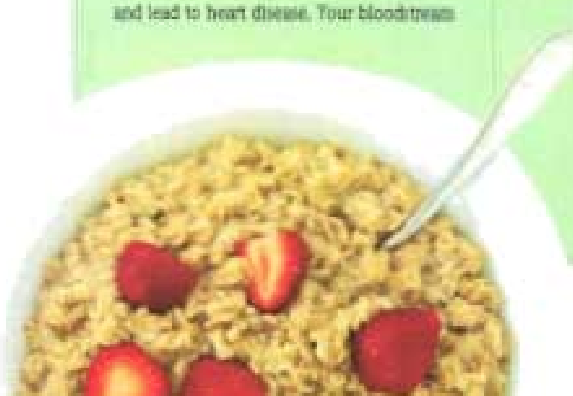
Quaker Oatmeal isn't just a cholesterol free food. 3 grams of soluble fiber daily from oatmeal may actually help reduce heart disease risk as part of a heart healthy diet*. That's because oatmeal is a nutritious whole grain food that goes in and helps soak up cholesterol to remove some of it from your body. And it does it in a very tasty way.

It's hardworking.

Quaker Oatmeal contains soluble fiber that binds with cholesterol, which can clog arteries and lead to heart disease. Your bloodstream can't absorb all that cholesterol and so some of it is removed from your body. Your overall number could drop.

Try it for yourself.

For more information on the Quaker Smart Heart Challenge, call 1-800-770-4091 or visit www.quakeroatmeal.com.



*[illegible]