

Overview of 2009 Benefits Program

- Most changes in 2009 are to continue to bring Valassis' plans in line with plans offered by companies our size.
- Several benefits have been added that are designed to give you more choice and work/life balance.



BCBS MI Buy-Up Medical Plan (In-Network)

- Changes
 - Most services other than preventive care are now covered at 90% after deductible is met, including hospital-based inpatient and facility-based outpatient procedures.
 - This change is to simplify the plan and stay consistent with benchmark data of employers our size.
- Staying the Same
 - Preventive care continues to be paid at 100%, not subject to the deductible.
 - Deductible and out-of-pocket maximums remain the same.
 - Office visit co-pays remain \$25 for primary care and \$35 for specialist care.
 - Short term rehab and outpatient Surgery (in Dr. Office) co-pays remain \$35.

BCBS MI Basic Medical Plan (In-Network)

- Changes
 - The in-network deductible is increasing to \$750 individual, \$1,500 individual plus one and \$2,250 for family.
- Staying the Same
 - Preventive care continues to be paid at 100%, not subject to the deductible.
 - Office visit co-pays remain \$25 for primary care and \$35 for specialist care.
 - Short term rehab and outpatient surgery (in Dr. Office) co-pays remain \$35.
 - Out-of-pocket maximums remain the same.



Prescription Plan – All Plans

- Changes

- Step therapy ensures that lower cost alternatives are tried before a higher cost drug is utilized. Step therapy will apply to new prescriptions only.
- Prior authorization coverage review programs require your physician to verify the need for a high cost drug. Applies to new prescriptions only.
- If you request the brand name drug when a generic equivalent is available, you will be charged the difference between the brand name drug and generic drug (plus your co-pay when applicable). If your physician deems that it is medically necessary that you take the brand name drug, you will only be charged the normal charge. Applies to all prescriptions effective immediately.
- Specialty drug benefit is provided through Option Care. We are adding a thirty day supply limit with adjusted co-pays (1/3 of usual mail order co-pays/charge) effective immediately.

Health Choice Savings Medical Plan

There are two parts to the Health Choice Savings Plan:

1. High Deductible Health Plan
2. Health Savings Account (H.S.A.)

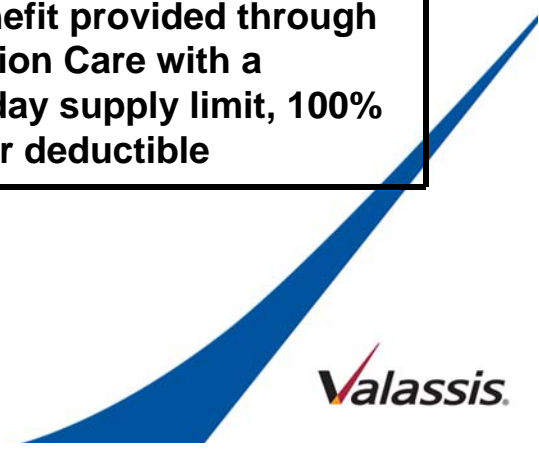


Health Choice Savings High Deductible Health Plan

- In-network preventive care is covered at 100% (not subject to deductible).
- Your remaining eligible medical expenses, including prescriptions are subject to a high deductible (in-network - \$2,000 individual, \$4,000 individual plus one and family).
- Once deductible is met, the plan covers eligible in-network expenses, including prescriptions at 100%.
- Important note for individual plus one and family contracts: the full deductible of \$4,000 must be met before any services are paid at 100% (other than preventive services).

Prescription Plan – Health Choice Savings

Benefit/Service	Retail Benefit In-Network Coverage Only (30 day supply)	Mail Order Benefit (90 day supply)
Generic Drugs	100% after deductible	100% after deductible
Formulary Drugs (drugs on the preferred list due to higher clinical effectiveness or lower negotiated cost, see www.valassisbenefits.com for formulary list)	100% after deductible	100% after deductible
Non-Formulary Drugs (drugs not on the preferred list due to lower clinical effectiveness or higher negotiated cost)	100% after deductible	100% after deductible
Specialty Drugs	100% after deductible	Benefit provided through Option Care with a 30 day supply limit, 100% after deductible



Health Choice Savings Account

- WageWorks will administer the Health Savings Account (H.S.A).
- You will receive a debit card to use for eligible expenses.
- The H.S.A. allows you to save pre-tax for current and future medical expenses.
- If you plan right and put enough in your health savings account to cover your deductible, your plan expenses will be minimal.
- Valassis will contribute in 2009 to start you saving:
 - \$500 individual
 - \$1,000 individual plus one and family
- You must set up an account with WageWorks and Citibank to have both your contributions and the company's credited to you.
- Due to IRS regulations, funds cannot be accessed until they are deposited into your account.

Health Choice Savings Account

- The actual bank account is with Citibank.
- The balance in your account earns 3.5% interest (fixed interest rate, subject to change).
- Once you have \$1,500 in your account, if you choose, you can invest the money in a number of investments, such as money market, bond funds, age-targeted retirement funds and stock funds.
- The account is used like a flexible spending account for eligible medical expenses.
- Your H.S.A. goes with you no matter where you go:
 - You don't have to be enrolled in a high deductible health plan to withdraw money from H.S.A.
 - You can use H.S.A. even when you switch employers or retire.

Health Choice Savings Account

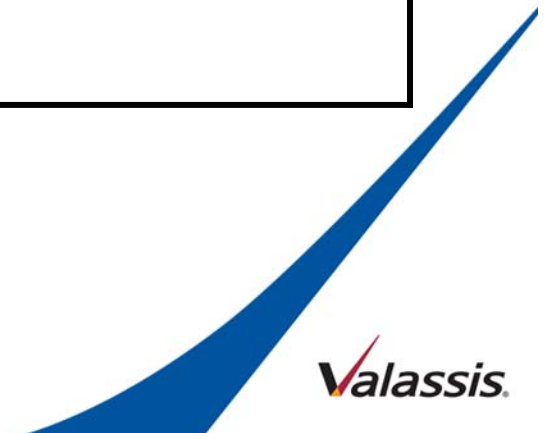
- If you withdraw money and do not use it for medical expenses, you are subject to a 10% tax penalty plus normal taxation as per IRS regulations.
- You can also set up a Limited Purpose Flexible Spending Account (F.S.A) for dental and vision expenses only. This balance must be used by December 31 of each year and is not portable; however, it allows for additional pre-tax savings for eligible expenses.
- Go to www.wageworks.com/hsasavingscalculator to estimate your qualified medical expenses and determine how much you may want to put in your H.S.A. account.

Are You Eligible to Contribute?

- Eligibility to open an HSA is governed by law.
- An HSA may **not** be opened by an individual who:
 - is covered by other non-qualified medical coverage, such as the Traditional PPO, Medicare, TriCare or TriCare For Life Health Reimbursement Accounts (HRAs).
 - has a spouse with a Health Care Flexible Spending Account.
 - is claimed as a dependent on someone else's tax return.
 - has actually received Veterans' Administration (VA) benefits within the last three months.
 - has a post office box as their address of record.

Health Savings Account 2009 Maximum Contribution Limits

Description	Individual	Individual Plus One and Family
Total Contribution	\$3,000	\$5,950
Company Contribution	\$ 500	\$1,000
Associate Contribution	\$2,500	\$4,950
Catch-up Contribution (if 55 before the end of the plan year)	\$1,000	\$1,000



Health Choice Savings Medical Plan

Shared Mail Associates Currently Enrolled in SmartCare Plus:

- Your coverage will automatically default to the Health Choice Savings Plan if you are currently enrolled in the SmartCare Plus Plan.
- If you elect the Health Choice Savings Plan and are eligible for and set up a Health Savings Account with Citibank, you will receive ½ of your H.R.A. SmartCare Plus balance as a Limited Purpose H.R.A.
- The Limited Purpose H.R.A. can be used for dental and vision expenses only. The balance will carry forward while you are employed by Valassis until you use it.



Health Choice Savings Medical Plan

We will be holding additional presentations on just the Health Choice Savings Plan to ensure participants understand the details of the plan.

- A recorded version of the associate webinar will be available on www.valassisbenefits.com.



Medical Contributions

Valassis' goal is to use benchmark information for other companies our size in setting our associate contributions.

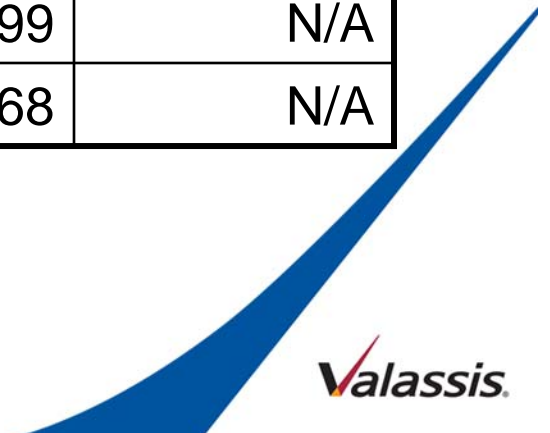
- In 2009, Valassis hourly and salaried associates will pay \$2,733 annually for family coverage.
- Other companies our size will pay \$3,007 annually for family coverage.
- Directors and above, and sales associates making over \$100,000 will continue to contribute more to the cost of insurance.

Source: Kaiser Family Foundation 2008 Annual Survey of Employer-Sponsored Health Plans



Medical Contributions (Monthly)

Plan	Level	Current Cost	2009 Cost	Difference
Buy-Up	Individual	\$ 71.07	\$ 71.07	\$ 0.00
	Individual + 1	\$164.70	\$181.87	\$17.17
	Family	\$197.84	\$227.74	\$29.90
Basic Plan	Individual	\$ 54.45	\$ 54.45	\$ 0.00
	Individual + 1	\$122.50	\$126.33	\$ 3.83
	Family	\$163.34	\$163.34	\$ 0.00
Health Choice Savings	Individual	N/A	\$ 31.60	N/A
	Individual + 1	N/A	\$100.99	N/A
	Family	N/A	\$130.68	N/A



Blue Cross Website

HCBO.com

- Use the cost estimator (Coverage Advisor).
- Review claims information.
- Complete a health risk assessment.
- Get information on specific conditions.
- Review your prescription, side effects and possible drug interactions and look at lower cost alternatives.
- Find an in-network provider.



／ Dependent Eligibility Audit

- Many companies are starting to audit dependent eligibility, Valassis will begin dependent eligibility audits in 2009.
- Why? Companies that have audited have found from 2 – 15% of dependents are not eligible for their employers health insurance (Source: Towers Perrin and Workforce Magazine).
- With a claims cost of \$2,000 - \$5,000 per dependent, this could mean hundreds of thousands in savings for Valassis.
- We have a responsibility to our associates and the company to do everything we can to keep our health care costs down.

Dependent Eligibility Requirements

- Your spouse, civil union partner and qualified domestic partner (see Valassis Domestic Partner Declaration on www.valassisbenefits.com for requirements)
- Your unmarried children under age 19
- Your unmarried children from age 19 to 25 if they are full-time students and depend on you for primary support
- Children who become mentally or physically dependent before reaching the maximum age of eligibility noted above, if they depend on you for support and maintenance
- Children include your natural children, legally adopted children, stepchildren and children you support who live with you in a parent-child relationship (must be supported by a legal guardianship)

What Does This Mean for You?

- Beginning in 2009, we will be randomly auditing current associates to ensure their dependents are eligible.
- As part of the audit, you will be required to provide marriage, birth, adoption or legal guardian certificates, student verification and/or tax records to show proof of eligibility.
- All new hires and associates with life status events will need to provide this documentation.



What Does This Mean for You?

- During 2009 Open Enrollment, review your dependents carefully to ensure they meet the eligibility requirements.
- If you have questions about whether or not a dependent is eligible, contact your HR Representative (Valassis Communications and NCH) or the Associate Resource Center (Valassis Direct Mail and Sales and Marketing) at 1-877-238-6847.
- Remove any ineligible dependents during open enrollment.



What Does This Mean for You?

- If you remove ineligible dependents during the open enrollment grace period, you will not be asked to pay back claims that were paid for the ineligible dependent.
- If you wait and do not remove the ineligible dependent during the grace period, and it is discovered through the audit process, you will have to pay back claims after January 1, 2009 and you may be subject to disciplinary action, up to and including termination.



Helping our Associates Stay Healthy

- Health Risk Assessments – By filling out a health risk assessment at www.hcbo.com (select “links”, then “BlueHealthConnection”), you will help identify potential health problems that you and your covered family members may have. Blue Cross nurses and health coaches will reach out to you if problems are identified and will offer services, such as weight management, smoking cessation, disease management, among others.
- The information you give is confidential and will only be seen by Blue Cross personnel.
- Nurses are available 24 hours a day at 1-800-775-2583.

✓ Cigna National Dental Plans

- There are no plan design changes for 2009.
- There is no rate increase for the DMO plan.
- Review your claims, get pre-treatment estimate forms, educational material and much, much more on myCigna.com.

Monthly Contributions for Buy-Up and Basic Plans

Plan	Level	Current Cost	2009 Cost	Difference
Buy-Up	Individual	\$ 13.26	\$ 14.24	\$.98
	Individual + 1	\$ 25.18	\$ 27.03	\$ 1.85
	Family	\$ 43.71	\$ 46.93	\$ 3.22
Basic Plan	Individual	\$ 5.78	\$ 6.20	\$ 0.42
	Individual + 1	\$ 10.95	\$ 11.76	\$ 0.81
	Family	\$ 19.04	\$ 20.44	\$ 1.40

EyeMed/Lenscrafters Vision

There is no change in plan design or premiums for 2009.

Service/Benefit	In-Network Benefits	Out-of-Network Allowance
Eye Exams	\$10 co-pay	Up to \$40 allowance
Frames	\$0 co-pay \$130 allowance 20% off balance	Up to \$65 allowance
Standard Plastic Lenses	\$10 co-pay single vision \$10 co-pay bifocal \$10 co-pay trifocal	Up to \$25 single vision allowance Up to \$40 bifocal allowance Up to \$55 trifocal allowance
Conventional Contact Lenses	\$0 co-pay, \$125 allowance, 15% off balance	Up to \$100 allowance
Disposable Contact Lenses	\$0 co-pay, \$125 allowance	Up to \$100 allowance

Life Insurance and AD&D

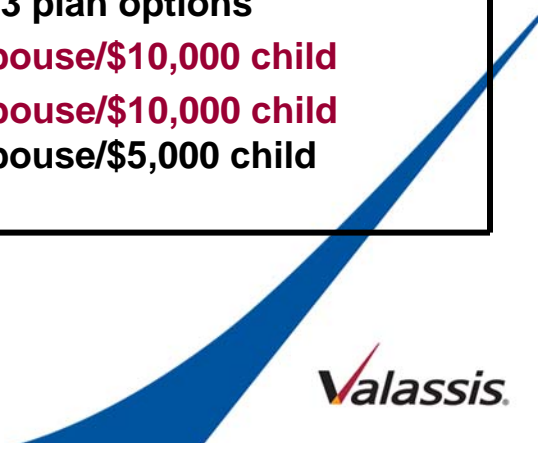
- Basic life and AD&D coverage are now bundled (if you elect basic, AD&D is automatically included).
- You can waive basic and AD&D coverage.
 - Avoids taxation of basic life benefit over \$50,000, most people do not waive this benefit as the taxation is minimal.
 - No credit for waiving.
- At age 70, basic, AD&D and voluntary life insurance benefits are reduced to 65% of the full coverage and at age 75, to 50% of the full coverage (premium is also adjusted).
- Evidence of insurability (EOI) requirements for voluntary life coverage:
 - Required if you are not currently enrolled.
 - Can increase current coverage during open enrollment and life status events by one level without evidence of insurability if under the amounts listed in the next bullet.
 - EOI required if benefit goes over 3X salary or \$400,000.

Dependent Life Insurance

- We have added higher coverage options:
 - \$50,000 spouse/\$10,000 child
 - \$30,000 spouse/\$10,000 child
 - \$10,000 spouse/\$ 5,000 child
- Those currently enrolled in the \$20,000/\$5,000 plan can enroll in the \$30,000/\$10,000 option or the \$50,000/\$10,000 with no evidence of insurability required.
- The evidence of insurability (EOI) requirements for spousal life coverage are:
 - If you are not currently enrolled, EOI is required.
 - You can increase your current coverage during open enrollment and life status events by one level without evidence of insurability.

／ Hartford Life Insurance Plans

Benefit	Full-Time Associates	Eligible Part-Time Associates
Basic Life Insurance	Company-Provided 1.5 times salary \$500,000 maximum benefit	Company-Provided \$25,000 benefit
Accidental Death/ Dismemberment (AD&D)	Company-Provided 1.5 times salary \$500,000 maximum benefit	Company-Provided \$25,000 benefit
Voluntary Life	Associate-Paid 1, 2, 3, 4 or 5 times salary available \$1,000,000 maximum benefit Amounts over 3X salary or \$400,000 require evidence of insurability	Associate-Paid \$25,000 or \$50,000 options available
Dependent Life	Choice of 3 plan options \$50,000 spouse/\$10,000 child \$30,000 spouse/\$10,000 child \$10,000 spouse/\$5,000 child	Choice of 3 plan options \$50,000 spouse/\$10,000 child \$30,000 spouse/\$10,000 child \$10,000 spouse/\$5,000 child



/ Hartford Disability Insurance

- There are no changes to benefits for 2009.

Benefit	Full-Time Salaried Associates	Full-Time Hourly Associates
Short Term Disability	Company-Provided Benefits is 66 2/3% of pay \$2,000 a week maximum benefit 15 day waiting period 26 week benefit maximum (1st 2 weeks are waiting period)	Company-Provided Benefits is 66 2/3% of pay \$2,000 a week maximum benefit 15 day waiting period 26 week benefit maximum (1st 2 weeks are waiting period)
Long Term Disability	Company-Provided Benefit is 60% of pay \$10,000 a month maximum Benefit Pays after 6 months of disability Pays until Social Security Retirement Date	Company-Provided Benefit is 60% of pay \$10,000 a month maximum Benefit Pays after 6 months of disability Pays 5 Year maximum benefit

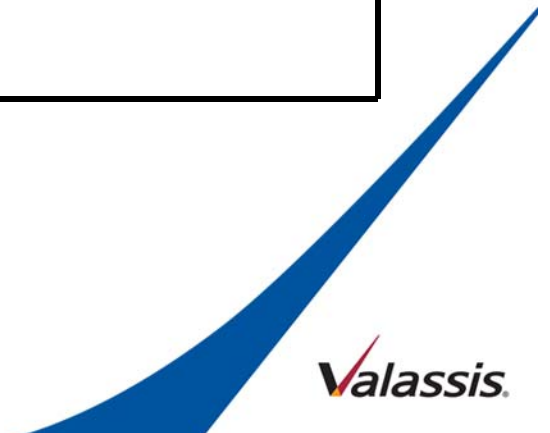
Flexible Spending Accounts

There are no changes for 2009.

- Remember, you have until March 15, 2009 to incur expenses. If you don't exhaust your balance before the end of the extension period, you will not be reimbursed. You have until April 30 to submit your expenses for reimbursement.
- See www.valassisbenefits.com for qualified expenses.
- If your card expires December 31, 2008 and you enroll for 2009, please contact WageWorks at 877-924-3967.
- If you need to order additional cards, you can do so on www.wageworks.com.
- Please review your statements carefully to determine if WageWorks needs receipts to substantiate debit card transactions. If your account balance is at 75% of your total annual election and WageWorks is waiting for receipts, you cannot use your card or receive payment until you provide the receipts to WageWorks.

Flexible Spending Accounts

Benefit	Full-Time and Part-time Benefits-Eligible Associates
Health Care Spending Account	<p>\$52/year minimum \$3,500/year maximum</p> <p>If enroll in Health Choice Savings Plan, can elect Limited Purpose FSA for dental and vision expenses only. Calendar year plan with no 2 ½ month extension due to IRS regulations</p>
Dependent Care Spending Account	<p>\$52/year minimum \$5,000/year maximum (includes the company match)</p> <p>Up to \$600/year company match if employment date is prior to 10/1/08</p>



✓ Voluntary Benefits and Discounts

We are very pleased to announce the integration of our voluntary benefits program!

- BenePlace will be administering our voluntary benefits on our own voluntary benefit and discount website.
- Access the site through www.valassisbenefits.com or www.beneplace.com/valassis after November 3.
- If you newly elect an insurance offering, coverage and deductions will be effective January 1, 2009.



／ Voluntary Benefits and Discounts

Insurance Programs – The following plans will be administered by BenePlace and will show up on your check as a single deduction:

- MetLife Home and Auto Insurance (deductions will now be divided over all pay periods for Shared Mail)
- Liberty Mutual Home and Auto Insurance
- Veterinary Pet Insurance (VPI)
- Coverdell Identity Theft Services

The following benefits can only be changed during open enrollment.

- John Hancock Long Term Care Insurance (Valassis Communications Inc. and NCH – ADP Paid Associates)
- UNUM Long Term Care Insurance (Valassis Direct Mail and Sales and Marketing – PeopleSoft Paid Associates)
- BenePlace will administer Hyatt Legal, however, payroll deduction will be separate

／ Voluntary Benefits and Discounts

Discounts including those below will also be available through the BenePlace website:

- Weight loss/fitness – such as Jenny Craig, Nutrisystem and Global Fitness
- Home services – such as alarms and cleaning services
- Home goods through Sears Commercial Rewards
- Automobile discounts with GM, Toyota and CarPerks
- Gifts through 1-800-Flowers, The Popcorn Factory, Campmor, Cheryl & Co., Studio 14 Jewelry and more!
- Consumer electronics through Apple, Dell, Sony, Circuit City and Panasonic
- Financial services and mortgages through Wells Fargo, CitiMortgage, Equifax, TurboTax and H&R Block
- Travel discounts, including rental car and ticket discounts

/ Retirement Savings Plan

- Quick review of two elements of the Retirement Savings Plan
 - 401(k) Associate Contributions
 - Profit Sharing Company Contributions



Retirement Savings Plan – 401(k)

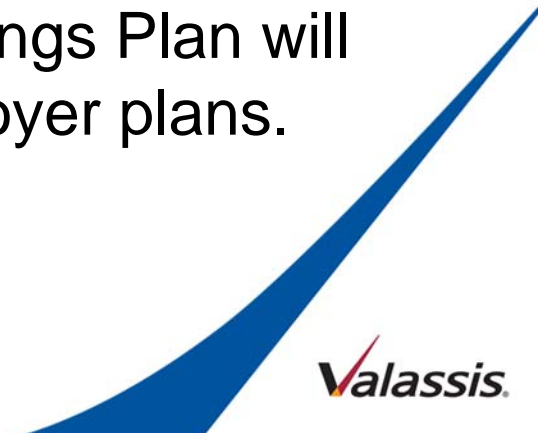
- Associate pre-tax contributions and Roth 401(k) after-tax contributions can be made.
- Roth 401(k) contributions and earnings are not taxed when a qualified distribution is taken.
- Total of \$16,500 in pre-tax and Roth after-tax contributions are allowed for calendar year 2009.
- Total is increased by \$5,500 to \$22,000 (for 2009) for those associates 50 or over to allow for catch-up contributions.
- You can contribute between 1% and 50% of pay.
- You are always 100% vested in your 401(k) contributions.
- In-service withdrawals available (with certain restrictions), loans and hardship withdrawals are also available.
- Can begin contributing first of month after hire.

Retirement Savings Plan – Profit Sharing

- Profit Sharing Contribution - Target benefit provided annually based on the company's performance target.
- All associates employed by Valassis on 12/31 of each year are eligible for the profit sharing contribution, as long as they have been employed more than one year and have worked a minimum of 1,000 hours in the plan year. Contributions are usually credited at the end of February following the plan year.
- Associates are not required to make 401(k) contributions to be eligible for the profit sharing contributions.
- All employer contributions to this plan are 100% vested after five years of service (20% vesting per year of service). Original service dates with subsidiary employers will be recognized.

Retirement Savings Plan

- A variety of investment options, including a core line-up of mutual funds, a stable asset fund, age-based target funds, the company stock fund, and a self-directed brokerage option are being offered.
- Do you need help investing in these turbulent economic times? Utilize the powerful, professional third party advice services offered in the plan:
 - Personal On-Line Advisor
 - Personal Asset Manager
- The Valassis Employees' Retirement Savings Plan will accept rollovers from other qualified employer plans.



Personal Online Advisor

- It is an easy to use, step-by-step action plan that shows which investments to choose and how much to invest in each one.
- Advice is objective, clear, and customized to your plan and your financial goals.
- Assists with questions such as:
 - Will I have enough money to retire?
 - Which funds are appropriate for me?
 - What do I do when the market changes?
- There is no cost to utilize the Personal Online Advisor.
- Go to the JPMorgan www.retireonline.com website to see more or call 1-800-345-2345.

Personal Asset Manager

- The Personal Asset Manager is a custom strategy based on the investment choices available in the Valassis plan.
- You will receive a Personal Plan Preview showing your current investments and the new investments selected for your account.
- JPMorgan and Financial Engines handles the transactions and monitors your account on an ongoing basis to help meet your long-term financial goals.
- The cost is 0.60% of your balance annually, discounts apply for account balances over \$100,000.
- Contact JPMorgan at 1-800-345-2345 to sign up or visit www.personalassetmanager.com/forvci to complete the online enrollment form.

／ Don't Forget these Benefits!

- Employee assistance services through LifeWorks, see your Enrollment Guide for more details:
 - Parenting Resources
 - Marriage and Family Resources
 - Legal Resources
 - Financial Resources
 - Caring for the Elderly
 - Dependent and Elder Care Referral Services
- Adoption Assistance
- Tuition Reimbursement
- Quit the Nic Smoking Cessation (through BCBS Michigan and Cigna if covered)



Commuter Benefits – Coming Soon in 2009!

- We will offer a qualified transportation benefit program authorized by the IRS and administered by WageWorks.
- Commuter benefits consist of a pre-tax deduction* for:
 - Passes/vouchers for public transportation - bus, train, subway, ferry, streetcar)
 - Passes/vouchers for vanpool – must have seating for six or more adult passengers with 80% of mileage and 50% of seating capacity used for employee transport
 - Parking – at or near work or public transportation that you use to get to work
- Up to \$115/month for public transportation is allowed.
- Up to \$220/month for parking is available.
- You can change your election monthly.

*State taxes apply in MA, MS, NJ and PA

Purchased Vacation – New Benefit Added for Shared Mail Associates

- Salaried full-time associates are eligible.
- You can purchase from 2 – 5 days depending on years of service and vacation accrual.
- Sign up when you enroll on www.valassisbenefits.com:
 - Print out form to sign and get manager approval.
 - Send approved form to the Associate Resource Center (ARC).
 - The ARC will approve pending benefit in system.
- The cost is based on your October 1 benefit base rate (for sales reps, the average of your last 2 full years commission is added to base salary).
- If you terminate, you will be paid out accrued, unused time.
- No changes can be made to election mid-year.
- Your employment date must be before October 1, 2008 to be eligible.



Open Enrollment Next Steps – Associates Paid through ADP (VCI & NCH)

- Open Enrollment Kits – will be distributed in your location the week of November 3. Review the contents of your kit carefully and make your elections on the enrollment form provided.
- Enrollment Forms – turn in your enrollment form to your HR Representative by Friday, November 21.
- Payroll Deductions – the first 2009 payroll deductions will come out of your check on January 8.
- Questions? – Contact your HR Representative.



Open Enrollment Next Steps – Associates Paid through PeopleSoft (VDM & VSM)

- Open Enrollment Kits – will be mailed to your work location the week of November 3. Review the contents of your kit carefully and make your benefit elections on the worksheet provided.
- You have three enrollment options:
 - Enroll online at www.valassisbenefits.com.
 - Call 1-800-673-6472 to speak to an enrollment counselor (Spanish-speaking representatives are available).
 - Meet with an enrollment counselor at your branch location (Spanish-speaking representatives are available).



✓ **Open Enrollment Next Steps – Associates Paid through PeopleSoft (VDM & VSM)**

- Payroll Deductions – the first 2009 payroll deductions will come out of hourly associates checks on January 2 and salaried associates' checks on January 8.
- Questions? – Contact the Associate Resource Center at 1-877-238-6847.



Next Steps – All Associates

- www.valassisbenefits.com contains more detailed information regarding all the benefit plans.
- What happens if I don't enroll?
 - If you do not make elections for plan year 2009, you will automatically be defaulted to your current plans (or the plan closest to your current plan and coverage levels). You will not be re-enrolled in a flexible spending account.
- If you are a new hire you will be asked to enroll first for your 2008 benefits and then enroll for 2009.



Commuter Information – NuRide (Include for CT and Houston Only)

- NuRide is a free and highly flexible service that could help you save at the pump and improve your commute. NuRide is an online ridesharing community where you can earn rewards for sharing rides.
- With NuRide you can share just one ride whenever you like and earn points which can be redeemed for rewards. If you currently carpool or vanpool, you can also join NuRide and start earning rewards right away. To learn more or sign up, visit www.nuride.com.
- Your NuRide passengers can be people you already know or work with.
- We are providing this for your information only, NuRide is not a benefit offering of Valassis and we assume no liability for these services.