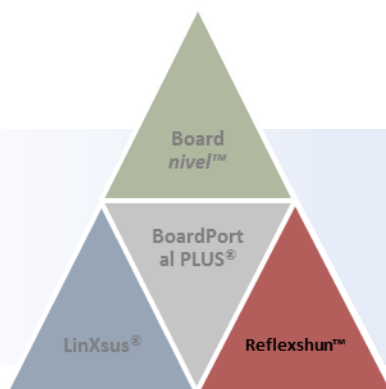
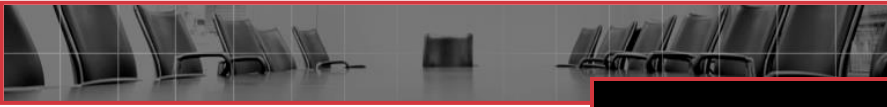


Enlightened Corporate Governance[®]

Performance Evaluation Program





www.xceo.net

Enlightened Corporate Governance[®] Board Performance Evaluation Program

The XCEO Enlightened Corporate Governance Board Evaluation Program introduces a whole new approach to board performance evaluation. By pairing a thoughtful, creative evaluation process with complete anonymity, our exercises provide the data your board needs to succeed without compromising security or confidentiality.

All of the exercises are fully automated and integrated into a rich online system via our cutting-edge portal: BoardPortal PLUS[®]. This environment provides directors with the opportunity to assess their performance and share their results as they choose fit.

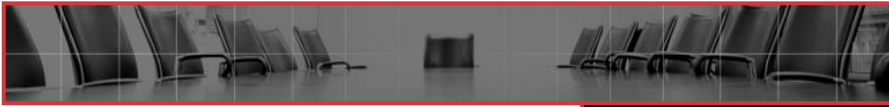
Whether for board-initiated or director-initiated assessments, our evaluations are derived from a boardroom perspective. Uniquely thought provoking, the questions we ask provide an unparalleled level of self-assessment while not compromising efficiency.

By visualizing your data through the use of interactive graphs, we provide an entirely new perspective to gauge and evaluate director performance. Furthermore, our service benchmarks your results against historical industry data, allowing your board to maximize efficacy by comparing themselves to leaders in the field.

Our Enlightened Corporate Governance[®] Board Performance Evaluation Program was built by directors for directors and we believe the value of our product lies in the source of its development: years of personal boardroom experience. Our team continues to update and optimize our products to assist our clients in solving the complex issues associated with corporate governance in the modern world. We look forward to answering any questions you have about our diverse range of services.

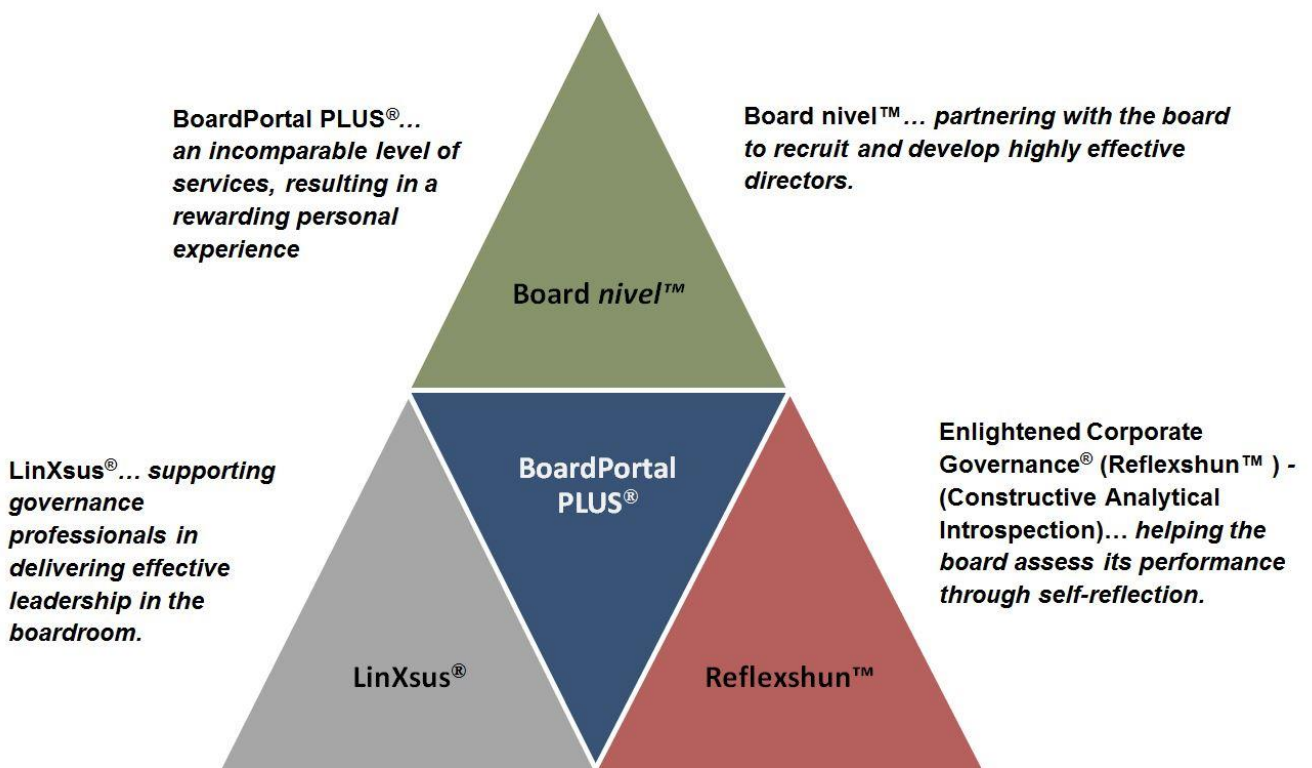
Good luck in your journey.
Curtis J. Crawford, Ph.D.





Board Point

By redefining the relationship between the board of directors and its service providers, XCEO delivers an integrated set of products, services and processes, designed to far exceed director expectations.



The Enlightened Corporate Governance (ECG)... Board Performance Evaluation Program leverages our partnerships with boards in other key governance areas so that we can provide the most cutting-edge assessments available. Because we provide solutions on a wide-range of board challenges, we can provide more effective products and services to suit any boards' needs.



For Directors, By Directors

Curtis J. Crawford, Ph.D.
President and CEO



Dr. Crawford is the Founder and CEO of XCEO, Inc. He is the author of *Corporate Rise: The X Principles of Extreme Personal Leadership, Compliance & Conviction: The Evolution of Enlightened Corporate Governance* and *Manager's Guide to Mentoring*.

Dr. Crawford currently serves on the Board of The Chemours Company, Xylem Corp, and ON Semiconductor. He previously served on the Board of Directors of ITT Corp, Agilysys, Lyondell Petrochemical, DePaul University and The Sisters of Mercy Health Corporation.

In 2011, Dr. Crawford was awarded the B. Kenneth West Lifetime Achievement Award from the National Association of Corporate Directors (NACD) for his contribution to corporate governance and for having made a meaningful impact in the boardroom.

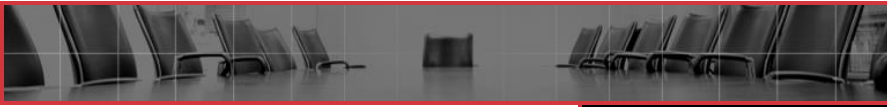
Experience Drives Our Business

- ✓ This easy to use, secure platform was created by directors, General Counsel and Corporate Secretaries
- ✓ Only those within the boardroom truly understand what questions will help the board increase its effectiveness
- ✓ Dr. Crawford and his team provide consulting support to help you best utilize the benchmarking, industry data and comments

Michelle Ronco, MBA
Chief Marketing Officer



Ms. Ronco is the Chief Marketing Officer at XCEO, Inc. In this role she oversees all marketing, public relations and advertising in addition to working with the sales team to support its efforts by providing innovative and exciting campaigns, material and program content for all individual director and board clients. Specifically, Ms. Ronco is responsible for the continuing development, oversight and execution of XCEO's board succession, board effectiveness, director support services and BoardPortal PLUS™ offerings. Finally, Ms. Ronco is a principal in serving clients by delivering world-class consultative services, products and training.



Why Partner with XCEO to Evaluate Your Board's Performance?

- ✓ You appreciate that the only people who can provide feedback to directors is their peers
- ✓ You accept that with feedback each director will be better able to understand their strengths and weaknesses and improve personal contribution over time
- ✓ You recognize that improved contribution by the board will lead to long-term shareholder value

The importance of critical feedback from the board, the senior leadership team and consulting partners is imperative. As a leader in corporate governance, our exceptional team provides boards a full-range of outstanding products and consulting services needed to properly mitigate risk in the boardroom.

Engineered by Leadership, Powered by **SCIENCE**

Secure
Confidential
Inexpensive
Efficient
Networked
Comprehensive
Effective



www.xceo.net

Enlightened Corporate Governance[®] Overview

Whether your board, committee and CEO assessments are recommended or voluntary, we have developed a comprehensive, secure, cost-effective and efficient way to evaluate every aspect of your board's performance.

What We Offer

- Variations of customizable service from hands-off to complete access consulting
- Full and total control of director evaluations: you choose the questions to include and you choose when the evaluation is initiated and how long directors have to complete it
- Convenient Automation: reminders and alerts are fully automated to save as much time as possible.
- Three unique post evaluation reports to share with your board and the ability to compare your results against industry data.

What Makes XCEO Different

- Your security is our priority: all evaluations are accessed through our secure BoardPortal and XCEO never sees the results unless you want us to.
- We offer over 30 different evaluations and score them on a scale unique to XCEO: Standard, Traditional and Enlightened.
- XCEO has years of experience working with boards and is willing to customize the evaluation process to meet your needs.



The Enlightened Corporate Governance® Board Performance Evaluation Programs are enhanced by our comprehensive and exclusive content. Below is a summary of the core products available.

Evaluation	Board Suite
Enlightened Corporate Governance® (ECG) Board	Directors may be invited, along with their peers, to complete the ECG Board exercise. Assess the board's current performance and determine its desired future performance.
Individual Director Performance™ (IDP) Peer-to-Peer	The IDP Peer-to-Peer evaluation allows the board to solicit, on behalf of the directors, specific feedback regarding the collective board's assessment of each individual director's performance.
Board CEO Operating Performance Evaluation™ (OPE)	The Board CEO OPE allows directors to evaluate the CEO's operating performance. The results of this exercise may be aggregated and presented to the CEO in order for him or her to compare these results to his or her own personal assessment of the same questions/statements.
Committee Evaluations	Each board committee may assess its own performance. The entire board may also evaluate each committee. The committee may then elect to compare the results from its own evaluation against the board's evaluation of the committee.
Evaluation	Director Suite
Enlightened Corporate Governance® (ECG) Board	The ECG exercise allows a director to assess his or her individual evaluation of the board's performance in the current or future state. The ECG may be used repeatedly in order to track changes in performance. Current and future assessment results may be overlaid and analyzed to measure performance differences.
Individual Director Performance™ (IDP) Profile	The IDP allows each director to evaluate his or her personal boardroom attitude and contribution in the current or future state. The IDP may be used repeatedly in order to track changes in performance. The results are available only to the director unless he or she elects to share the results.
Individual Director Performance™ (IDP) 360° directorSPHERE™	The IDP 360° directorSPHERE™ allows each director to invite other directors (from a current or recent board) and/or the senior leadership team to provide feedback by collectively assessing his or her performance. The results are only made available to the initiating director. As the questions are the same, the director may then compare the directorSPHERE™ results to his or her IDP assessment results.
CEO Leadership Performance Evaluation™ (LPE), CEO directorSPHERE™ & CEO Operating Performance Evaluation™ (OPE)	The CEO may evaluate his or her personal leadership performance through the CEO LPE. This exercise may be used repeatedly to monitor changes and the results are only available to the CEO. The CEO can then initiate a directorSPHERE™ inviting the board, executive team, etc., to evaluate his or her performance. Finally, the CEO can evaluate his or her operating performance and compare the outcome to the aggregate of the Board CEO OPE (described above) results.



Enlightened Corporate Governance® Delivery Options

The Enlightened Corporate Governance® Board Performance Evaluation Programs are enhanced by our three unique methods of delivery that are designed to suit the preferences of unique boards.

Board Toolkit

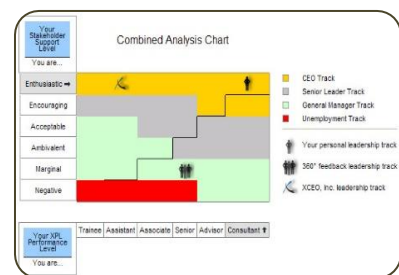
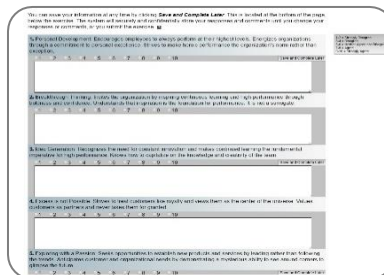
- Maintain your current evaluation system while also enhancing board performance.
- Access to all proprietary XCEO publications as well three industry reports to help your board identify challenges.
- Data and publication access facilitated through the Concierge section of our secure board portal.
- Have the option to revise XCEO's profile assessment of your board's governance leadership.

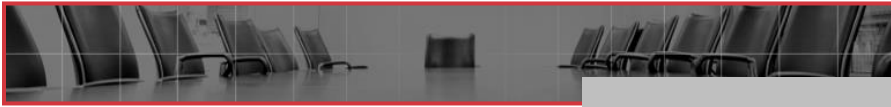
Standard Consulting

- Access most of XCEO's 30+ comprehensive board, committee CEO, personal and consultant evaluations.
- Set completion dates and reminders so that your directors never miss an evaluation.
- Access to historical data, industry data as well as XCEO benchmarking data allows you to easily compare results to corporate norms.
- Anonymity is protected and you control your results.

Advanced Consulting

- Access to unlimited consulting from our experienced team.
- Access any of XCEO's 30+ comprehensive board, committee CEO, personal and consultant evaluations; including comprehensive governance health indicators.
- Employ director interviews, secure portal access, hard copy evaluations or a combination of the three.
- We help synthesize result data and maximize the effectiveness of the board evaluations.



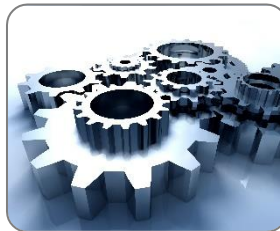


Enlightened Corporate Governance®: Board Toolkit

XCEO's Board Toolkit provides your board the independence it desires for board evaluations without sacrificing the benefits derived from a more comprehensive evaluation experience. Continue your current, preferred methods of evaluation, while taking advantage of industry data, benchmarking and other analysis that you cannot get from other providers.

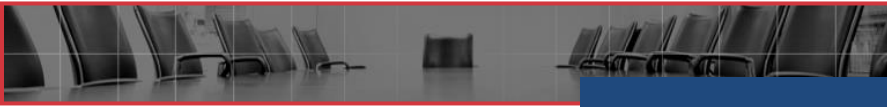
Board Toolkit: What You Get

- An effective, self-directed evaluation process that allows you to keep your preferred method of evaluation while providing resources that save you time and money.
- Through the concierge section of our secure Board Portal your directors can read XCEO publications, get industry related news and view competitive industry data.
- Access of up to 5 hours of our proprietary advanced consulting services so that your board can get the most out of the evaluation process.
- Access to 3 proprietary reports that benchmark your board's performance against industry standards.



Board Toolkit: Investment

- Prices range from \$2,700 to \$3,800 depending on the size of your board.



Enlightened Corporate Governance®: Standard Consulting

Our Standard Consulting provides you access to all but two of our proprietary board and executive evaluations through our convenient and secure portal, BoardPortal PLUS®. Utilizing technology to more effectively and efficiently complete your board, CEO, committee and personal evaluations will result in a significantly improved experience for you and your board.

Standard Consulting: What You Get

- Access to our secure, easy to use BoardPortal PLUS® product on a desktop, laptop, iPad or Android tablet.
- Access to all but 2 of our advanced evaluations that are taken through our secure and anonymous board portal.
- Your board can import its own questions, or use our comprehensive models, while adding, removing or editing questions as suits your needs.
- Results are displayed in the portal via three tailored, unique reports which allow your board to compare results to industry and benchmarking data.
- Automation makes the process very simple in regard to launching evaluations, extending time, sending reminders and completion notifications which are all part of the system.



Standard Consulting: Investment

- Prices range from \$9,450 to \$17,550 depending on the size of your board.

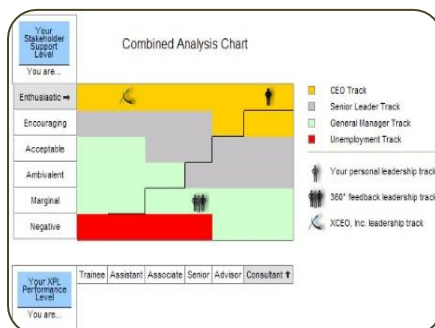


Enlightened Corporate Governance[®]: Advanced Consulting

Advanced consulting combines online-based evaluations with our hands-on, expertise-based consulting services. When your directors take evaluations we'll be there each step of the way to assist your board in any way you deem appropriate. A turnkey, full scale partnership, we can engage with your board via interviews, secure online access, paper options or a combination of all three.

Advanced Consulting: What You Get

- Similar evaluation experience to our online evaluation offering with unlimited access to our proprietary consulting services.
- Our consulting services maximize the effectiveness of the evaluation process and allow you the utmost flexibility in delivery options while significantly minimizing the time that the board and senior leadership team spends on this critical effort.
- Our team assists your directors in synthesizing the data gathered from the evaluations, ensuring our one-of-a-kind metrics are properly digested and effective action items are suggested.
- Having been in the boardroom for more than a decade, our experienced team can help you make this an effective and efficient process that is viewed favorably by all involved.



Advanced Consulting: Investment

- The price for Advanced Consulting is \$50,000.



ECG[®] Delivery Options

The Enlightened Corporate Governance[®] Board Performance Evaluation Program includes three distinct program options as described on the previous pages of this information packet. The following tables detail board size specific pricing for each delivery method.

Board Toolkit Packages			
Continue your current, preferred methods of evaluation the board's effectiveness, while taking advantage of industry data, benchmarking and other analysis that you cannot get from other providers.			
Number of Directors	5 - 7	8 - 11	12 - 18
Program Length	1 Year		
Price	\$2,700	\$3,100	\$3,800

Standard Consulting Packages			
Utilizing technology to more effectively and efficiently complete your board, CEO, committee and personal evaluations will result in a significantly improved experience for you and your board.			
Number of Directors	5 - 7	8 - 11	12 - 18
Program Length	1 Year		
Price	\$9,450	\$13,500	\$17,550

Advanced Consulting Package	
A turnkey, full scale partnership, we can engage with your board via interviews, secure online access, paper options or a combination of all three.	
Number of Directors	5-18
Program Length	1 Year
Advanced Consulting	Unlimited
Price	\$50,000

Security Assurance

XCEO has the strictest safeguards in place to protect both online and written client data. Please see our extensive set of protective processes in place to offer our clients anonymity and assurance that personal and confidential information is securely processed, stored and deleted by XCEO.

Discoverability. All client data is kept anonymously within our secure Web based application. Only one individual, XCEO's Web Services Director has access to client data and it is strictly for troubleshooting purposes. Any client information provided to any XCEO associate or provided through XCEO's online system is considered classified information.

Data Retention & Deletion. XCEO will never store any client data beyond the contract period. All data collected by our online system will be added to an aggregate data set, however, no data is ever attributed to any specific client. Built into XCEO's online system is a straight-forward data-deletion process. Every director has the flexibility to delete his or her individual data at any time, and boards who have permission from two designated members can delete board data without XCEO involvement.

XCEO Associates. All XCEO associates have signed non-disclosure/confidentiality agreements

Paper Option. XCEO offers a paper option for all of its evaluations as a part of the Advanced Consulting packages for Silver, Gold, and Gold Plus. This option is for boards that would like to maintain a paper-based evaluation system while considering a gradual transition to a Web-based format.

Offsite Application Hosting Option. There is a \$18,000, one-time initial installation fee, and a \$5,000 annual renewal fee, if the organization elects the option to lease and install the XCEO proprietary software at their site.

We are eager to discuss the options available to each client in determining which are best for the board. For more detailed information on our security measures as well as the paper and off-site options, please contact us.



Leadership Team

Curtis J. Crawford, Ph.D.

President & CEO

Dr. Crawford is Founder and CEO of XCEO, Inc. He is the author of *Corporate Rise: The X Principles of Extreme Personal Leadership, Compliance & Conviction: The Evolution of Enlightened Corporate Governance* and his latest title, *Manager's Guide to Mentoring*.

Dr. Crawford currently serves on the Board of The Chemours Company, Xylem Corp, and ON Semiconductor. Also, he is a Trustee of DePaul University. He previously served on the Board of Directors of ITT Corp, Agilysys, Lyondell Petrochemical and The Sisters of Mercy Health Corporation.

He has served as Chairman of the Board of ON Semiconductor; Chairman, President and CEO of Zilog; President, CEO and Director of Onix Microsystems, and Chairman of the Board of ISTAT. Dr. Crawford also serves as a special advisor to several start-up companies.

He began his career as a systems engineer at IBM. During 15 years, he held a variety of executive positions including Vice President of Marketing. During a ten-year tenure, Dr. Crawford was Group President of the Microelectronics Group and President of the Intellectual Property division of AT&T and Lucent Technologies.

Dr. Crawford earned his BA in Business Administration and Computer Sciences and a MA degree from Governors State University. He earned his MBA from the Charles H. Kellstadt Graduate School of Business at DePaul University, and a Doctor of Philosophy degree in Organization and Management from Capella University. In addition, Dr. Crawford has been awarded two honorary doctorate degrees one from Governors State University, and the other from DePaul University.

In 2011, Dr. Crawford was awarded the B. Kenneth West Lifetime Achievement Award from the National Association of Corporate Directors (NACD) for his contribution to corporate governance and for having made a meaningful impact in the boardroom.

Michelle Ronco, MBA

Chief Marketing Officer

Ms. Ronco is the Chief Marketing Officer at XCEO, Inc. In this role she oversees all marketing, public relations and advertising in addition to working with the sales team to support its efforts by providing innovative and exciting campaigns, material and program content for all individual director and board clients. Specifically, Ms. Ronco is responsible for the continuing development, oversight and execution of XCEO's board succession, board effectiveness, director support services and BoardPortal PLUS™ offerings. Finally, Ms. Ronco is a principal in serving clients by delivering world-class consultative services, products and training.

Since 2003, she has participated in many facets of the XCEO organization including idea creation, research, sales and marketing. Michelle is frequently sought out regarding board portals by leading governance advocates and groups, as well as influential board governance publications such as Board Secretary.

Previously, Ms. Ronco was the Program Director of Corporate Governance & Board Leadership Development, leading the development and release of XCEO's online Extreme Personal Leadership Tools. Ms. Ronco also designed and created XCEO's Enlightened Corporate Governance Board & Director Evaluation Program intended for use in corporate boardrooms around the globe. Ms. Ronco is a member of XCEO's executive team in addition to being the principal publisher of the books *Corporate Rise* and *Compliance & Conviction*.

Prior to joining the XCEO team, Ms. Ronco worked for Morgan Stanley as a Financial Advisor and was Assistant Web Master for Santa Clara University's Leavey School of Business website.

Michelle earned her MBA with an emphasis on Finance and International Business from Santa Clara University in Santa Clara, California. She also holds a Bachelor of Science in Commerce (BSC) in Economics and Operations and Management Information Systems from Santa Clara University. She previously served on the board of directors of the Mexican American Community Services Agency (MACSA).

Mary Pat Kelsey, BBA

Regional Director, Board Governance and Personal Leadership

Mary Pat Kelsey serves as Regional Director, Board Governance and Personal Leadership for XCEO, Inc. Prior to joining XCEO, Ms. Kelsey served in sales, management and marketing positions for leading companies in the Chicago land area. She has worked in various industries, including insurance, professional development and recruitment. In her previous positions, Ms. Kelsey was instrumental in creating marketing strategies and training programs for insurance agents throughout Illinois and the Midwest. She conducted research on insurance products and developed product information programs used for educating consumers. Ms. Kelsey also led a team that administered employee benefits for top companies throughout the Midwest. As Business Development Manager for a leading professional development and recruitment firm, Ms. Kelsey developed and implemented all sales and marketing plans throughout the states of Illinois and Texas. Ms. Kelsey has worked with upper level executives of Fortune 500 companies in both benefit planning and recruitment for key executives.

Ms. Kelsey earned her BBA with a specialization in Marketing from Loyola University of Chicago.

Michael A. Dobmeier

Chief Technology Officer

As Chief Technology Officer at XCEO Michael Dobmeier oversees global software development, quality assurance, security, infrastructure and product management. Michael has worked in the technology field for the past three decades with a focus on system architecture, enterprise applications, process development, data management, client relations and program management.

Prior to joining XCEO Michael held management positions at Philips Semiconductor, LSI Inc., VLSI and CashEdge. In the 1980's he also served in the United States Marine Corps as an Asset Management Manager. During this enlistment he managed the Marine assets for the Marine Corps Security Force Battalion, 5 USMC Companies and 13 US Naval ships which included several air craft carriers.

Neemesh Shah, BA

Governance Research and Data Analyst

As Governance Research and Data Analyst, Neemesh Shah's role is to manage and analyze XCEO's unique data so it can be strategically and creatively implemented with XCEO products and services to best serve clients. Mr. Shah contributes to the XCEO Newsletter, XCEO INK, as well as mines and generates proprietary data for XCEO clients, associates and the sales and marketing teams. In addition to these critical functions, he assists Dr. Curtis J. Crawford with research for his forthcoming board governance book.

Prior to joining XCEO, Mr. Shah completed his Bachelor of Arts degree in Business Studies from California State University, Hayward in 2006. While completing his degree, Mr. Shah attained first-class customer relations skills providing support to premium and luxury season ticket holders for the Golden State Warriors. Mr. Shah also previously

executed Quality Assurance testing while working for the SanDisk Corporation as a team member of the Audio and Video Group.

Mr. Shah is versatile, creative, and energetic with over 10 years of experience serving diverse roles in customer service and technology.

Raelene De Santiago

Administrative Assistant - Customer Support

As the Administrative Assistant, Customer Support at XCEO, Ms. De Santiago performs administrative duties to support the XCEO Sales & Marketing teams. She also manages the office, facilitates scheduling and coordination and acts as a liaison between the XCEO team, clients and associates. In addition, Ms. De Santiago is Dr. Crawford's assistant, supporting his board work, scheduling and communication.

Prior to joining XCEO, Ms. De Santiago worked for more than 23 years for companies in the home building, real estate development and education industries. Her previous positions involved various administrative and support duties. Ms. De Santiago has a strong desire to excel and make a positive impact on every individual she encounters.

Contact Us

Curtis J. Crawford, Ph.D.
President & CEO

LinXsus® Professional Mentoring, board succession services, consultation and general management.

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Michelle Ronco, MBA
Chief Marketing Officer

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Mary Pat Kelsey, BBA
Regional Director, Board Governance and Personal Leadership

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Chief Technology Officer

Product and app development, website design and maintenance and BoardPortal PLUS® support.

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Neemesh Shah, BA
Governance Research and Data Analyst

Research, data and information services, client support and management of the XCEO Bulletin-Board.

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Raelene De Santiago
Administrative Assistant - Customer Support

Office management, scheduling and client coordination. Customer service inquiries and support.

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