

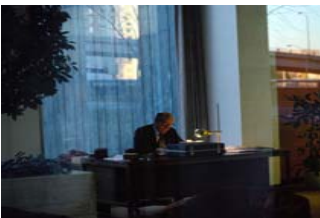
The Board Place Difference

- We provide **Full Service**: Board Evaluation, Director Searches, Board Process Improvement, Constituency Relationship Management, Ongoing Support and Continuing Director Education.
- Mr. Hansen has been practicing corporate law for over 30 years and providing **corporate governance** legal services, consulting and publications to Boards, stockholders and their counsel **since 1995** — well before Sarbanes-Oxley.
- We Know Boards — from all perspectives.
- We believe corporate and shareholder asset preservation and growth as well as employee well being are most effectively achieved by the CEO and Board acting **together** and not singly.

Our Core Principles

Boards of Directors should be strategic assets, which add significant value. Directors should:

- Partner with the CEO in preserving and enhancing shareholder value.
- Monitor performance and minimize error but not manage the business.
- Mentor, share experience and bring contacts and networks of resources.
- Provide unbiased judgment and foresight based on substantive experience.
- Serve as a reality check.



Directors should bring high levels of commitment, energy and inspiration.

The Board Place

THE MISSION

To help Boards of Directors contribute to corporate performance, shareholder value and other stakeholder well being.

THE CORE PREMISE

Boards can make a constructive difference in the lives of their constituents if directors properly constitute, organize, operate and inform themselves and work in alignment with CEOs, management, stockholders and stakeholders.

ABOUT THE BOARD PLACE

The Board Place was founded by C. Russel Hansen, Jr. (AB and JD, Harvard), a Managing Director of Board Leaders, LLC and former President and CEO of the National Association of Corporate Directors, Vice President and General Counsel of two public companies and Senior Partner of Wilmer Hale.

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Facilitating the Work of Directors as Valuable Strategic Assets

The Board Place

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THE BOARD PLACE



THE BOARD PLACE

Board Governance and Operations

SUMMARY OF GOVERNANCE CONSULTING SERVICES

theboardplace.com

Complete, Customized Board Services

The Board should be one of the company's most valuable assets. As independent counselors and consultants, we believe that the CEO and the



Your board should make an affirmative difference in the lives of its constituencies.

Directors should be partners with the CEO in preserving and enhancing shareholder value on a risk-adjusted basis in the context of the broader environment. Through good times and difficult periods, they should not merely monitor performance but also provide unique, objective sources of support, advice, energy, resources and inspiration founded on their years of experience and success.

Board - acting together and not singly - succeed or fail in leading the company.

Directors

With our outside perspective, we objectively provide:

1. Confidential Board Evaluation.

With you, we analyze your Board's composition, operations and stage of growth.

2. Director Searches.

With you, we review the mix of diversity, skills, functional experience, personal chemistry and other Board needs. Utilizing our resources or with your preferred search



firm, we recruit outside where appropriate. Directors should partner with the CEO to enhance shareholder value.

3. Board Process Improvement.

Through our proprietary methodology and working together, we help your Board through its stages of growth.

4. Constituency Relationship

Management. With you and utilizing our resources (or with your preferred providers), we address your Board's constituency

relationships, expectations and communication.

5. Committee Support. With you, we support your committees with data, documents and developments.

6. Continuing Board Support. We provide ongoing support throughout the Board's growth, the company's development and the world's changes.



Directors should motivate, monitor and mentor — not micro-manage.

7. Continuing Director Education.

We conduct customized director seminars at your site and tailored for your directors, committees, company and industry.

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