

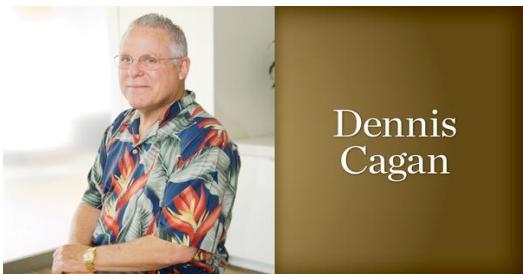
CAGANCO INCORPORATED

PRIVATE COMPANY BOARD OF DIRECTORS PRACTICE

The dynamics of forming a board of directors for a family owned or private company are complex, and owners often lack the background to understand or appreciate the uses, risks and benefits of a fiduciary board of directors or an advisory board. Getting started can be about company and family strategy, long-term objectives, succession and governance goals, exit strategy (if any), and of course recruiting the right people and balancing their skills.



Many of today's most dynamic and larger family businesses, and a wide variety of other privately owned companies, have instituted fiduciary boards of directors, or are seriously considering doing so. There has never been more interest in the discipline, strategic value and governance benefits of a corporate board comprised of highly qualified independent directors along with family members and other owners.



Dennis
Cagan

CAGANCO HAS A OVER THIRTY-SIX YEARS OF EXPERIENCE IN HELPING DOZENS OF PRIVATE COMPANIES UNDERSTAND THEIR UNIQUE REQUIREMENTS FOR A BOARD, AND ASSISTING THEM IN IDENTIFYING AND RECRUITING WORLD-CLASS INDEPENDENT DIRECTORS.

DENNIS J. CAGAN, PRINCIPAL

Forming a board involves numerous considerations, including the risks and benefits, how to form it, and what to do with it after it's formed. The board's primary job is to give management good advice and a broadened perspective, surfacing all the pertinent issues for leadership's consideration and open discussion; and providing the added benefit of their broader, and perhaps deeper, experience and connections. The second job is to lend their name and credibility to the company, usually for purposes of building additional trust in the marketplace with customers, vendors, employees, and financial resources. Stakeholders and business partners feel a greater sense of confidence knowing that a company's ownership and leadership solicits and values the advice of outside professionals.

Over the last four decades Dennis Cagan has worked with dozens of company owners and CEO's (from back-of-the-napkin start-ups to \$2 billion in annual revenue), guiding them and working with them hand-in-hand to expand their skills and performance in areas where they lack direct experience. In over 90 percent of these engagements he has led his clients' efforts to form fiduciary and advisory boards. In well over one hundred engagements practice he has exhibited the highest standards of ethics, morals and behavior. The objective is always to serve the client in a way that supports and accelerates the success, growth and profitability of their enterprises.



Caganco Incorporated has been providing C-level and board services since 1983. Services focus primarily on helping privately held companies, usually technology-based, develop a high-level of corporate governance policies and processes. This usually involves identifying and recruiting directors that fit specific strategic and operational needs. Individually these directors are exceptionally accomplished and generally well known in their fields.

OVERVIEW: CAGANCO AND DENNIS J. CAGAN



- Founded his fifth company (1976), built to \$50MM, took it public in five years, and sold it. It was #32 on first Inc. 100 (1979).
- Founded his seventh company (1985); in the first year in business it generated \$22MM in gross revenue, and a substantial profit.
- Mentored an Internet consumer information company founder for two years. Revenues went to \$60MM from \$22MM/yr. and profits grew substantially. Created a BOD, added experienced executives, and 24 months later it sold to public company for \$63MM cash.
- Joined the board of a start-up Internet infrastructure company. Recruited 3 other high-profile independent directors, helped complete a key acquisition, established sales and marketing infrastructure in the USA and Europe, and much more. Within four years the company was public with a market capitalization of \$6.5B.
- Engaged as Chairman and interim CEO of insolvent public e/distance learning company with no working capital, and on the brink of bankruptcy. In 25 months: raised \$13.5MM in debt and equity capital, re-built morale and customer confidence, reorganized operations, reduced expenses, renegotiated major agreements (800 irate vendors) reduced headcount by 42%, developed strategic alliances, expanded sales in middle east, added key new board members, added strategic initiatives and revenue, and completed the company's first acquisition in 12 years.
- Engaged as interim President/CEO and board director of public Internet marketing company. In 4 months: renamed company, raised \$10MM in equity, relocated company to different state, integrated two acquisitions, initiated two new acquisitions, closed industry's largest contract to date, hired a new President/CEO, moved market cap from \$100MM to \$1B.
- In most recent public company engagement — Chairman/CEO/President – the firm was Sarbanes-Oxley compliant.
- Has served as CEO/President/COO of 12 companies, and SVP Business Development/Sales/Marketing of 5 companies.
- Served on Board of Directors of seven public companies and 41 private companies - often as Chairman.
- As an executive or board member has helped raise millions of dollars for almost three-dozen companies, and participated in about a dozen M&A transactions.

- In 2011 he was elected to the IT Hall of Fame – Channel Wing, administered by CompTIA.
- In 2013 he was honored by the Dallas Business Journal as one of 12 Outstanding Directors in North Texas.
- In May 2013 he was the Keynote speaker at the Private Company Governance Summit 13, in Washington, DC, produced by *Directors&Boards Magazine* and *Family Business Magazine*.
- He has published numerous articles in Directors&Boards Magazine including *Company to Director: you're fired!*, *Finding directors for the smaller and early-stage company*, *The ABCs of forming an advisory board*, and *A primer: the ins and outs of board meetings for the small and private company*.



You Are Known By The Company You Keep

Mr. Cagan has served on boards with directors who also serve on, or previously served on, the boards of many respected companies including: General Motors, Raytheon, Ford, Eli Lilly & Co., Hughes Aircraft, New York Times Co., Hewlett Packard (pre-problems), R.R. Donnelly, Novell, Tenet Healthcare Corporation, Zynga, Reliant Energy, Bergen Brunswig (now AmerisourceBergen), 3Com Corporation (Nasdaq: COMS), The Hartford Financial Services Group, Inc., Texas Instruments, Inc., Juniper Networks (Nasdaq: JNPR), Citrix Systems, Dr. Pepper Snapple Group, Inc., Pandora Media, Paymentech, Molson Coors Brewing Company, National Venture Capital Association, Stamps.com, Silicon Valley Bancshares, Ascend Communications (acquired by Lucent Technologies), Match.com, Dallas Semiconductor (acquired by Maxim Integrated Products), Yammer, Healthon/ WedMD (Nasdaq: HLTH), Cypress Semiconductor, California Pizza Kitchen, Inc., Immunex (acquired by Amgen), Sonos, Inc., General Physics/GP Strategies Corp., InfoGear (acquired by Cisco Systems), Hoechst AG, NetZero, Celanese Corp., Vitesse Semiconductor Corp., Sizzler International, Inc., Magnatek, VeriSign, Vantiv Inc, IdeaLab, Ticketmaster Online-CitySearch, California Institute of Technology Board of Trustees, The Board of Overseers of Harvard College, Advent Software, The Learning Company, Teradata Corporation, WineDirect, Dollar Rent-A-Car, Redback Networks, Convex Computer Corp., Force10 Networks, Zhone Technologies (Nasdaq: ZHNE), Macromedia (Nasdaq: MACR), Federation of American Hospitals, MSC Software, Peter Norton Computing, Miravant Medical Technologies, and more.