



**SUCCESSION PLANNING AND
CRISIS MANAGEMENT**

8:30 AM

Robert Hallagan, Korn/Ferry International

Gregory Monday, Foley & Lardner LLP

Betsy Neville, FD/Ashton Partners

Edward Pendergast, Pendergast & Company

Damian Walch, Deloitte & Touche LLP

Jason Wortendyke, UBS Securities LLC



ROBERT HALLAGAN
VICE CHAIRMAN, BOARD
LEADERSHIP SERVICES
Korn/Ferry
International

Robert "Bob" Hallagan is Vice Chairman, Board Leadership Services of Korn/Ferry International. He was previously CEO of Heidrick & Struggles from 1991 to 1997 and Vice Chairman from 1997 to 2007. As CEO he successfully led Heidrick & Struggles to record revenue growth and profitability. The initiatives he established while CEO have been credited with enhancing the firm's long-standing reputation for high quality executive search and client service. From 1981 to 1991, he was the Office Managing Partner of the Boston office, which he joined in 1977.

In 1996, Bob co-founded and was initial CEO of The Center for Board Leadership, a joint venture between the National Association of Corporate Directors and Heidrick & Struggles. Its mission has been to develop "Best Practices" for effective Board Leadership. This has been achieved through a series of Blue Ribbon Commission Reports. Topics have included: Director Professionalism, CEO Succession, Corporate Strategy, Audit Committee Performance, Board Evaluations and CEO Compensation. Bob co-chaired the study on Board Evaluations.

Bob had a distinguished career in Financial Services before joining Heidrick & Struggles. He was Executive Vice President of the Boston Stock Exchange, Executive Vice President and Chief Financial Officer of Hawthorne Securities, and a Loan Officer with Citibank.

Today Bob is a director of ResCare, Inc., the National Association of Corporate Directors (NACD), Berkshire Life Insurance Company.

Bob holds an MBA from Harvard Business School and a bachelor's degree in economics from Williams College.



GREGORY F. MONDAY
PARTNER
Foley & Lardner LLP

Gregory F. Monday, a partner with Foley & Lardner LLP, counsels business owners, directors, and officers on managing their companies for growth, acquisition, or ownership succession. In his practice, Mr. Monday stresses long-term, advance planning and contingency planning to help directors maximize shareholder value from business operations or acquisition. He also works with unlisted companies, private equity/venture capital funds, and institutional investors in the private placement of debt and equity securities and the buying and selling of assets and businesses. He also counsels investment advisers and broker-dealers regarding state and federal securities laws and regulations. Mr. Monday is vice chair of the firm's Commercial Transactions & Business Counseling Practice and is also a member of the firm's Transactional & Securities Practice.

Mr. Monday graduated from the University of Wisconsin, earning his bachelor's degree, with honors, in 1985, and his J.D. degree, with honors, in 1993. During law school, he received two significant awards for legal scholarship, was admitted to the legal academic honorary society, and was editor-in-chief of the *Wisconsin Law Review* (1992-3). Prior to attending law school, Mr. Monday managed two closely held businesses and was on the editorial board of a national magazine for business owners.

Mr. Monday has been listed in the directory of *Best Lawyers in America*® since 2002, has an "AV" rating (the highest possible rating for proficiency and ethics) in the national directory of lawyers published by Martindale-Hubbell, and was named to the 2006 and 2007 lists of Wisconsin Super Lawyers by *Law & Politics Media, Inc.* He is a member of the Wisconsin Bar Association.



BETSY NEVILLE
SENIOR MANAGING
DIRECTOR
FD/Ashton Partners

Betsy Neville is a Senior Managing Director and head of Midwest Operations for FD. As a corporate specialist, Betsy has guided many of the world's leading companies to position, enhance and protect their brands, attain market leadership and sell their products and services. She also offers a unique blend of business and brand strategy, offering experience in brand development, rebranding and post-merger brand identity.

Prior to joining FD, Betsy was Managing Director and head of the Chicago office of Ogilvy PR Worldwide. She joined Ogilvy in 2003 to lead its Chicago corporate practice and has supported clients including Deloitte, CDW, Zimmer, Inc., Country Insurance and Financial Services, University of Wisconsin's WiCell Stem Cell Institute, Medela, Inc., University of Chicago, and Hudson Highland Group. Betsy was the global lead for Hudson Highland Group's brand development following its spin-off from Monster.com and the need to unite 67 different companies worldwide under one global brand.

While her client experience is wide and varied having worked across industries including healthcare, professional services, legal, insurance, marketing and consumer products, Betsy has had a particular focus on professional services firms including the development of branding, reputation management, executive visibility and thought leadership strategies for clients.

Betsy started her career at the Chicago Tribune, is a former broadcast reporter and holds a master's degree in journalism from Northwestern University. She is on the Board of Directors of Taproot Foundation which provides pro bono marketing, human resources and IT services to better equip non government organizations with the infrastructure they need to thrive.



Ed Pendergast is a Corporate Financial Consultant. He is President of the New England Chapter of NACD, serves on a number of public, private and not for profit boards. He has run the gamut from IPO to going private, from start up to sale and has gone through a hostile tender offer, a class action suit, a shareholder derivative suit and more. Ed works with the faculty of NACD on Board development and advises boards on a variety of issues. Ed is a CPA and holds valuation credentials from the American Institute of CPAs and the National Association of Certified Valuation Analysts.

EDWARD PENDERGAST
PRESIDENT
Pendergast &
Company



DAMIAN WALCH
DIRECTOR, SECURITY &
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Damian is a director in the Security & Privacy Services practice at Deloitte & Touche LLP. Damian has developed new and innovative methods in the business continuity planning approach, and was recognized by *Consulting Magazine* as one of the Top 25 Most Influential Consultants of 2003.

Damian has 20 years of business continuity consulting experience, including leading a 150-person consulting practice focused on all aspects of business resilience including crisis response, business continuity, high availability and managed security services. Damian has been focused on assisting clients to drive new methodologies around the building resilient architectures, internal recovery and the measurement of recoverability at their organizations.



JASON M. WORTENDYKE
EXECUTIVE DIRECTOR,
MIDWEST INVESTMENT
BANKING
UBS Securities LLC

Jason M Wortendyke is an Executive Director in the Midwest Investment Banking Group of UBS Investment Bank, based in Chicago, and is a founding member of UBS' Midwest Group. Mr. Wortendyke has been involved in a wide variety of strategic and capital raising transactions across a range of industries, including the industrials, consumer, healthcare and services sectors.

Mr. Wortendyke's M&A transaction experience includes corporate acquisitions, divestitures, special committee advisory and hostile defense advisory. Selected recent M&A transactions include: NuCO2's sale to Aurora Capital; Banta's white-knight sale to RR Donnelley; DeVry's acquisition of Ross University; Ecolab's acquisition of the Henkel-Ecolab Joint Venture; Applied Power's sale of Barry Wright Corporation to Hutchinson SA; Boise Cascade's minority squeeze out of Boise Cascade Office Products; and ADESA's sale to a private equity consortium.

Mr. Wortendyke has advised on and executed corporate finance transactions for clients in investment grade, high yield and convertible debt and equity, as well as structured financings, private placements and derivatives. Selected recent corporate finance executions include: common equity financing for Actuant, Fluor, KBR, North American Energy Partners, NUCO2, Perini Corp and URS Corp; cross-currency swaps for RR Donnelley; structured convertible notes for Medtronic Inc and Navistar International; investment grade notes and medium-term notes for Textron Financial Inc., Deluxe Corporation and Ecolab Inc; high yield notes for Navistar International, NMHG Holding Co and URS Corp; Hybrid securities for Textron Inc. and Textron Financial Inc.

Prior to joining UBS Investment Bank in May 2004, Mr. Wortendyke was a Vice President at Credit Suisse First Boston, where he began in 1998. Mr. Wortendyke received his degree from Princeton University in Economics and East Asian Studies.

BIZCO, INC.
AND RELATED ENTITIES

LEADERSHIP CONTINGENCY PLAN
Adopted _____, 2008

EXECUTIVE SUMMARY

This Leadership Contingency Plan outlines how BIZCO, Inc. (“BIZCO”) and its affiliates would respond to the unexpected loss of the services of CEO Mr. Exec.

1. Pre-Event Activities

- Board approves LCC Charter: Exhibit A
- _____ is nominee to be interim CEO (1.A)
- Mr. Exec will inform nominee of his status and prepare him (1.B)
- Mr. Exec tells BIZCO officers of plan’s existence, not contents (1.G)
- LCC appoints _____ and _____ as Communications Coordinators (1.I-J)
- LCC keeps up-to-date list of outside parties to be contacted upon contingency: Exhibit B (1.L)
- Mr. Exec provides limited HIPAA release to LCC members: Exhibit C (1.M)

2. Occurrence of an Event

- LCC declares contingency in the case of Mr. Exec’s death, incapacity, disappearance, or detention (2.B)
- LCC acts on behalf of Board, selecting an interim CEO (and filling any other vacant positions that result) (2.C-F)
- LCC calls Board meeting (2.G)
- Communications Coordinators send reassuring messages to employees and outside parties (2.I-L)
- Mr. Exec’s Secretary sets up auto-reply email and voicemail messages and cancels scheduled meetings (2.M-N)
- Board considers ratification of LCC decisions (2.P)

3. Short-Term Operations After Appointment of Interim CEO

- Interim CEO immediately meets with key parties (3.B-C)
- Board meets monthly to oversee interim CEO’s progress (3.E)
- Consider stay bonuses or other incentives, as needed, to keep key employees (3.H)
- Retain executive search consultant (3.I)

4. Long-Term Action Plan

- Replace interim CEO with permanent CEO (4.A)
- Keep key employees beyond the time when stay bonuses or other incentives vest (4.C)
- Explore sale of business if so directed by the shareholders (4.D)

5. Mr. Exec’s Reinstatement

- If Mr. Exec informs the LCC Chair that he is willing and able to resume position of CEO, the Board may reinstate him. (5.A)

LEADERSHIP CONTINGENCY PLAN

At a meeting of the Board of Directors (the “Board”) of BIZCO, Inc. (“BIZCO”) held on _____, 2008, the Board authorized creation of a Leadership Contingency Committee (“LCC”), a committee of the Board, to plan for an unexpected loss of the services of CEO Mr. Exec (“Mr. Exec”), temporarily or permanently (a “Leadership Contingency”), and to act on behalf of the Board to carry out some elements of the plan in the immediate aftermath of such a loss. This Leadership Contingency Plan (this “Plan”) is the plan developed by the LCC and approved by the Board on _____, 2008.

The LCC and the Board shall review the Plan at least annually. The LCC shall recommend changes and updates as it determines appropriate.

The current composition of the LCC (and their contact information) is as follows:

_____, Committee Chair

Mr. Exec (ex-officio)

The Alternate Member of the LCC is:

A charter for the LCC (the “Charter”) was adopted at the meeting of the Board on _____, 2008. A copy of the Charter is attached to this Plan as Exhibit A.

1. **Pre-Event Activities**

Management Succession

A. The LCC has recommended to the Board and the Board has approved the nomination of _____ (the “Nominee”) as a candidate to serve, in the event of a Leadership Contingency, as interim successor CEO. The LCC, which has been granted authority to appoint an interim successor CEO, will not be required to appoint the Nominee, but, for purposes of planning and training, it is presumed that the Nominee would be the interim CEO.

B. Mr. Exec will inform the Nominee of his status as Mr. Exec’s presumptive interim successor. Mr. Exec will also systematically and continually pass along knowledge and information about running BIZCO to the Nominee as well as other key staff members.

C. The Nominee, if he is not on the Board, shall be a Board observer, entitled to attend all meetings of the Board and any committees on which the CEO serves and to receive the same notices and other materials as members of the Board, all subject to such limitations as the Board may impose.

Internal and External Communications

D. The Chair of the LCC will provide the Nominee with confidential copies of this Plan and will ask him to become familiar with it.

E. Mr. Exec will inform the balance of BIZCO’s executive officers of the existence of this Plan, but not its contents, and will inform them that, in the event of a Leadership Contingency, they are to seek disclosure of this Plan from the Chair, or, if the Chair is unavailable, any other Member of the LCC.

F. Mr. Exec will inform the executive officers of BIZCO that if they become aware of a Leadership Contingency, or any evidence thereof, they are to report it promptly to a Member of the LCC. Mr. Exec will tell them that in the event of a potential Leadership Contingency, they are not to discuss the matter with any other person until this Plan is disclosed to them and they should refer all inquiries involving a Leadership Contingency to the Communications Coordinators described below.

G. The LCC has appointed the following individuals to serve as Communications Coordinators (the “CCs”) under the Plan:

The CCs will be the primary sources of information about a Leadership Contingency for employees of BIZCO. Mr. Exec will inform the CCs what their duties will be in the event of a Leadership Contingency, as set forth in this Plan. Further, Mr. Exec will instruct the CCs that, if they receive inquiries about a possible Leadership Contingency from employees before being informed that the LCC has declared a Leadership Contingency, the CCs are to reply substantially as follows:

“I have not been informed of a temporary or permanent loss of the services of Mr. Exec. However, BIZCO has a thorough Leadership Contingency Plan that would enable the company, [its subsidiaries and its affiliates] to continue normal business operations in the event of such a loss. If a loss of the services of Mr. Exec is confirmed, I will notify all employees and will be able to provide information about the company’s contingency plan.”

H. The CCs will also be the primary sources of information about a Leadership Contingency for lenders, suppliers, distributors, shareholders and all other parties who are not employees of BIZCO (“Outside Parties”). Mr. Exec will instruct the CCs that, if they receive inquiries about a possible Leadership Contingency from Outside Parties before being informed that the LCC has declared a Leadership Contingency, the CCs are to reply substantially as follows:

“I have not been informed of a temporary or permanent loss of the services of Mr. Exec. However, BIZCO has a thorough Leadership Contingency Plan that would enable the company [and its subsidiaries] to continue normal business operations in the event of such a loss. If a loss of the services of Mr. Exec is confirmed, I will notify all interested parties and will be able to provide information about the actions the company takes to address the loss.”

I. The LCC, in its discretion, may retain a public relations firm, as public relations advisor to BIZCO, should a Leadership Contingency occur.

J. Exhibit B attached to this Plan is a list, which the LCC shall update from time to time, of Outside Parties that the CCs should contact promptly following (and in no event later than 2 business days after) the LCC has declared a Leadership Contingency.

Medical Disclosure

K. Mr. Exec will provide each member of the LCC with a limited, revocable release of information governed by the Health Insurance Portability and Accountability Act of 1996 (aka HIPAA) (a “HIPAA Release”), for the sole purpose of allowing them to obtain

medical information necessary to determine whether a Leadership Contingency has occurred. The HIPAA Release by its terms may terminate after a specified period of not less than 12 months, to be renewed for subsequent terms until it is no longer needed. The form of the HIPAA release shall be substantially the same as Exhibit C attached to this Plan.

Liquidity

L. BIZCO owns and is the named beneficiary of key man life insurance on Mr. Exec with an aggregate face amount of approximately \$_____. The LCC has determined that this amount is sufficient for the expenses BIZCO can expect to incur to give effect to this Plan, including the cost of stay bonuses, directors' fees, and professional fees, in the event of a Leadership Contingency.

2. Occurrence of a Leadership Contingency

Declaring a Leadership Contingency

A. Any member of the LCC who receives evidence of a possible Leadership Contingency shall promptly call a meeting of the LCC for the purpose of determining whether a Leadership Contingency has occurred.

B. The LCC may declare that a Leadership Contingency has occurred, in the event of any one of the following happens:

(i) Mr. Exec's death.

(ii) Mr. Exec's sudden incapacity. Mr. Exec may be deemed to be incapacitated if by reason of a medical condition he/she has lost the physical or mental capacity to perform the duties of CEO of BIZCO, in the opinion of the LCC, based upon consultation with attending health care providers, and the LCC cannot be confident that he will regain his capacity within ten (10) business days.

(iii) Mr. Exec's status as missing. Mr. Exec may be deemed to be missing if the LCC cannot ascertain his whereabouts for a period of five (5) business days, if he is reported missing to a law enforcement agency by his spouse or another family member, or if a law enforcement or other government agency declares him to be missing.

(iv) Mr. Exec's detention. Mr. Exec shall be deemed to be detained if he is forcibly sequestered and denied the ability to communicate freely and effectively to an extent that renders him unable to perform the duties of CEO of BIZCO, in the opinion of the LCC, and the LCC cannot be confident that such detention will end within ten (10) business days.

Management Succession

C. After the LCC has declared a Leadership Contingency and until otherwise directed by the Board, the LCC may act on behalf of the Board, to the extent allowed under the Bylaws of BIZCO and its subsidiaries, as may be necessary to operate BIZCO and its subsidiaries without Mr. Exec and to provide for the successful and efficient succession of the interim CEO.

D. After the LCC has declared a Leadership Contingency, it will promptly select an interim CEO and attempt to negotiate the terms of his or her service. The LCC will give preference to the Nominee when filling the position of interim CEO, but will have discretion to appoint an alternative candidate if the LCC determines in good faith that such alternative candidate would be a better choice.

E. If appointment of the interim CEO or the event that created the Leadership Contingency creates a vacancy in another position at BIZCO, the LCC will fill that vacancy (on an interim basis) as well.

Internal Communications

F. After the LCC has declared a Leadership Contingency, the Chair and at least one other member of the LCC will call a meeting of the Board, which shall be scheduled as soon as practicable after declaration of a Leadership Contingency. The meeting notice shall inform the members of the Board that a Leadership Contingency has occurred and that the purpose of the meeting is to address the Leadership Contingency. The notice will also remind members of the Board not to discuss the Leadership Contingency, except with other Board members and members of the LCC, and to refer all inquiries involving the Leadership Contingency to the CCs.

G. After the LCC has declared a Leadership Contingency, the Chair of the LCC will inform BIZCO's executive officers of the Leadership Contingency and will disclose to them this Plan. The Chair will remind the executive officers to refer inquiries about the Leadership Contingency to the CCs and not to discuss the Leadership Contingency with parties other than the CCs, the officers, the Members of the LCC, and the Directors until they have consulted with the CCs to develop a message and communications strategy regarding the Leadership Contingency that is consistent with that of the CCs. The Chair will direct each executive officer to determine what items in such officer's area of operations need to be addressed by the CEO, or a party exercising the authority of the CEO, and to report on such items to the LCC. The Chair also will direct the executive officers to inform the LCC of feedback they receive from employees or Outside Parties regarding the Leadership Contingency and BIZCO's actions to address the Leadership Contingency.

H. After the LCC has declared a Leadership Contingency, the LCC will determine what information the CCs are to communicate to the employees of BIZCO and its subsidiaries. The LCC may determine the form and specific content of the CCs' communications with employees. The Chair of the LCC will promptly inform the CCs that the

LCC has declared a Leadership Contingency and will tell the CCs what information should be communicated to employees.

I. Upon receiving notice and direction from the Chair of the LCC, the CCs shall issue a communication to employees of BIZCO, [its subsidiaries and its affiliates] consistent with the direction of the LCC. Unless the LCC directs otherwise, the communication will notify the recipients of the loss of Mr. Exec's services as CEO and will assure the them that BIZCO has a contingency plan and personnel in place that will allow BIZCO and its subsidiaries to continue normal business operations. The message will inform the recipients that they may obtain additional information by calling or e-mailing the CCs. If the CCs receive an inquiry that the CCs cannot answer, the CCs shall refer the question to the LCC.

External Communications

J. After the LCC has declared a Leadership Contingency, the LCC will determine what information the CCs are to communicate to Outside Parties. The LCC may determine the form and specific content of the CCs' communications with such parties. The Chair of the LCC will tell the CCs what information should be communicated to the Outside Parties.

K. Upon receiving notice and direction from the Chair of the LCC, the CCs shall issue a communication to Outside Parties consistent with the direction of the LCC. Unless the LCC directs otherwise, the communication will notify such parties of the loss of Mr. Exec's services as CEO and will assure such parties that BIZCO has a contingency plan and personnel in place that will allow BIZCO and its subsidiaries to continue normal business operations. The message will inform such parties that they may obtain additional information by calling or e-mailing the CCs. If the CCs receive an inquiry that the CCs cannot answer, the CCs shall refer the question to the LCC.

L. Upon receiving notice of a Leadership Contingency, the CCs shall work with Mr. Exec's Administrative Assistant to create a voice-mail message and an auto-response to Mr. Exec's e-mail that notifies parties trying to contact Mr. Exec that he is unable to respond and that such parties should contact the CCs for more information. If such parties contact the CCs, the CCs will provide them with the information the CCs have been directed to provide and will refer all other questions to the LCC.

Administration

M. After the LCC has declared a Leadership Contingency, the Chair of the LCC shall inform Mr. Exec's Administrative Assistant and shall instruct her regarding how the Leadership Contingency changes her responsibilities. In particular, she shall (i) immediately cancel Mr. Exec's scheduled attendance at meetings and events, without specifying a reason or a date for rescheduling, (ii) refer inquiries about the Leadership Contingency to the CCs, (iii) keep mail and phone messages organized for eventual delivery to the interim CEO, and (iv) work with the CCs to prepare an appropriate voice-mail message for Mr. Exec's phone and auto-response for Mr. Exec's e-mail.

Financial/Banking

N. The LCC and the CFO will determine whether the Leadership Contingency constitutes the breach of any loan covenant or agreement. If it does, the LCC has authority to negotiate forbearance or another resolution to the breach.

Board Action

O. When the Board meets pursuant to the notice of special meeting given by the Chair and one other member of the LCC, the Board will review and consider ratification of LCC actions that are taken within the scope of LCC authority. The Board will limit or extend the LCC's authority, based on the circumstances of the Leadership Contingency, the preparedness of the interim CEO, the circumstances and the availability of members of the Board to act when needed.

3. Short-Term Operations After Appointment of an Interim CEO

Management Succession

A. Based upon assessments received by the LCC from executive officers under item 2.G, the LCC will establish an action plan for the interim CEO, including the items of the officers' assessments that the LCC itself has not fully addressed.

B. The interim CEO will promptly meet with BIZCO's attorneys and accountants, as well as key shareholders and key Outside Parties.

C. The interim CEO will promptly pay site visits (to the extent necessary or appropriate) to each facility of BIZCO to become familiar with such facilities and key personnel.

Internal Communications

D. The interim CEO will chair meetings of BIZCO's executive officers each week or more frequently to discuss BIZCO's action plan and the results of actions taken by the interim CEO.

E. The Board will meet once each month to review the results of the interim CEO's and the LCC's activities.

F. The CCs will involve the interim CEO in communications with employees.

External Communications

G. The CCs will involve the interim CEO in communications with Outside Parties. The CCs and the interim CEO will regularly communicate with BIZCO's stakeholders, such as creditors, suppliers, and distributors regarding the sound continuation of business operations of BIZCO.

Human Resources

H. The LCC will determine whether to offer stay bonuses or other incentives to key employees, and the amounts of those bonuses or incentives. The interim CEO will communicate the LCC's decisions in that regard to the affected employees.

I. The LCC may retain an executive search consultant to find a permanent successor CEO (unless Mr. Exec is expected to return) and to replace any vacancies created by appointment of the interim CEO or by the event that caused the Leadership Contingency. The Board may appoint the interim CEO to serve as the permanent successor.

4. Long-Term Action Plan

Management Succession

A. The Board, upon the recommendation of the LCC, will replace the interim CEO with a permanent successor (or the Board may appoint the interim CEO as the permanent successor).

B. Meetings of executive officers and the Board will return to their normal frequency when the CEO and Board, respectively, deem appropriate.

Human Resources

C. The Board, with the advice of the LCC, will develop a means of keeping key employees beyond the date when any stay bonuses or other incentives vest.

Sale of Business

D. If BIZCO's shareholders vote to sell BIZCO, the Board shall appoint a committee to explore a sale of the business, with authority to consult with investment bankers and review potential terms of sale. Selling to a U.S., rather than foreign, buyer shall have priority.

5. Reinstatement of Mr. Exec

A. Notwithstanding any other provision of this Plan to the contrary, at any time after a Leadership Contingency that Mr. Exec wishes to resume the position of CEO, he shall notify the Chair of the LCC and may be reinstated by action of the Board.

B. The Board may direct the LCC to communicate Mr. Exec's reinstatement through the CCs, or as the Board otherwise determines to be appropriate.

EXHIBIT A

BIZCO, INC.

LEADERSHIP CONTINGENCY COMMITTEE CHARTER

1. Authority

The Leadership Contingency Committee (the “LCC”) will act on behalf of the Board of Directors (the “Board”) of BIZCO, Inc. (“BIZCO”) to plan for an unexpected loss of the services of BIZCO’s Chief Executive Officer (the “CEO”). Should the CEO be unable to serve, temporarily or permanently, as CEO (a “Leadership Contingency”), the LCC shall promptly appoint an interim CEO. Prior to the assumption of duties by an interim CEO, the LCC may delegate authority to a member of the LCC or another officer to perform the duties of the CEO. Should the LCC determine appointment of an interim CEO is appropriate, the LCC shall act on behalf of the Board in accordance with this Charter until otherwise directed by the Board. The LCC shall also have the authority necessary to fulfill the LCC’s responsibilities as described below in section 3. Any one LCC member shall have no authority to act on behalf of the Board except to the extent the LCC authorizes him or her to act on behalf of the LCC.

2. General Purpose

The LCC’s purpose is to assure a smooth transition from the existing CEO of BIZCO to a successor interim CEO and, eventually, a permanent successor CEO, as necessitated by the occurrence of a Leadership Contingency.

3. Responsibilities

The Committee shall:

- A. establish a plan for replacing the CEO in the event of a Leadership Contingency, ensuring a smooth transition from the existing CEO to a successor CEO;
- B. establish a plan for managing relations with employees and other interested parties to maintain their confidence in BIZCO and its subsidiaries in the event of a Leadership Contingency;
- C. work with managers and owners of affiliated companies to coordinate their contingency planning with that of BIZCO;
- D. exercise the power of the Board, except as limited by BIZCO’s bylaws and applicable law, to respond to a Leadership Contingency;
- E. delegate to an LCC member or another officer of BIZCO the authority of the CEO until the CEO can be replaced; and

F. do all other things not prohibited by the Bylaws or applicable law to ensure the smooth succession of leadership and continuation of normal business operations of BIZCO and its subsidiaries and affiliated entities in the event of a Leadership Contingency.

4. Membership

The LCC shall be composed of three (3) or more members as determined by the Board. The Board also shall appoint an Alternate Member, who will serve as a member of the LCC when activated by the LCC Chair to fill a temporary or permanent vacancy on the LCC until such time as the Board may direct otherwise. Voting members of the LCC shall be members of the Board, serving at the Board's pleasure, in accordance with [Wisconsin Statutes Section 180.0825/relevant state statute]. The Board shall have the authority to fill any and all vacancies that shall occur on the LCC.

5. Chair

The Chair of the LCC and his or her successors shall be elected by the majority vote of the LCC. The Chair will set the agenda for LCC meetings and will chair all sessions of the LCC, unless he or she is absent. If the Chair is not present at an LCC meeting, then the LCC shall select by simple majority vote another member to preside at the meeting.

6. Appointment and Removal

The members of the LCC shall be selected from time to time by the Board and any vacancies on the LCC shall be filled by the Board. Members will typically be appointed for a three-year term, whose ending will coincide with one of BIZCO's fiscal year ends. Members shall serve until their successors are duly appointed or until their earlier resignation, death, incapacity, or removal by the Board.

The Board shall have the authority, in its sole and absolute discretion, to remove any member of the LCC at any time for any reason or for no reason at all.

7. Resignations

A member of the LCC may resign at any time by delivering written notice to the Chair of the LCC, who shall advise the LCC and the Board of such resignation. A resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Chair. Unless otherwise specified therein, acceptance of a resignation shall not be necessary to make it effective.

8. Term

Each member is appointed to serve a three (3) year term. There is no limit on the number of terms a member may serve on the LCC.

9. Meetings

The LCC shall meet at least once annually and more frequently as the LCC shall determine. Any two or more Members may call a meeting of the LCC. Members may attend LCC meetings by telephone or other electronic means so long as all members attending by telephone or other electronic means can simultaneously hear and be heard by all other members who are attending.

10. Notice and Waiver

LCC members shall receive notice of all LCC meetings in writing delivered or communicated in person, by facsimile or other form of wire or wireless communication, or by mail or private carrier, to each recipient at his or her business address or at such other address as such person shall have designated in writing filed with the LCC, in each case not less than ten (10) business days in advance of the meeting. Meeting notices should, but need not, prescribe the purpose of the meeting and should, but need not, include an agenda. If mailed, such notice shall be deemed to be effective when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by private carrier, such notice shall be deemed effective when delivered to the private carrier.

Notwithstanding the foregoing, if the purpose of the meeting is to determine whether a Leadership Contingency has occurred or if the meeting is called during the first thirty (30) days after the LCC has declared a Leadership Contingency, a meeting may be called with notice of only two (2) hours, so long as such notice is provided to each LCC member by spoken word directly to such LCC member or by a combination of any two of the following: e-mail, facsimile transmission, voice-mail message, and/or spoken word message to a reliable secretary, colleague, or adult family member of such LCC member.

An LCC member's attendance or participation in a meeting waives any required notice to him or her of the meeting unless the LCC member at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

11. Quorum and Voting

A quorum of the LCC for the conduct of business consists of a simple majority of voting LCC members. If a quorum is present, then the affirmative vote of at least a simple majority of those LCC members present constitutes LCC approval of an action.

An LCC member who is present and announced as present at a meeting of the LCC, when action is taken, assents to the action taken unless any of the following occurs: (a) the LCC member objects at the beginning of the meeting or promptly upon his or her arrival to holding the meeting or transacting business at the meeting; (b) the LCC member's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the LCC member delivers written notice that complies with this Charter of his or her dissent or abstention to the Chair or other presiding LCC member of the meeting before its adjournment or to the LCC immediately after adjournment of the meeting. Such right of dissent or abstention shall not apply to an LCC member who votes in favor of the action taken.

12. Reporting and Communications

The Chair of the LCC shall be the primary person charged with communicating the LCC's decisions to the following persons as directed by this Charter, by the LCC's Leadership Contingency Plan, or by the LCC: nominees to be interim CEO, the Board, executive officers, the CEO's Administrative Assistant, and the Communications Coordinators. The Chair of the LCC shall also report decisions and actions of the LCC to the Board, as required by the Leadership Contingency Plan.

13. Compensation and Reimbursement

The Board, irrespective of any personal interest of any of its members, may establish reasonable compensation of all members of the LCC for their service to the LCC. Members may receive reimbursement from BIZCO for reasonable expenses (including airfare) incurred in attending LCC meetings. Starting on the effective date of this Charter, BIZCO shall pay each member of the LCC the sum of \$_____ for each meeting of the LCC he or she attends. The Board may from time to time increase or decrease the compensation paid to members of the LCC, or add other compensation for significant time-consuming activities.

EXHIBIT B

In the event of an unexpected loss of the services of BIZCO, Inc.'s CEO, Mr. Exec, the Communications Coordinators (the "CCs") are responsible for communicating with "Outside Parties." The CCs will be the primary source of information about Mr. Exec's loss and the company's response for these Outside Parties, including lenders, suppliers, distributors, shareholders, outside counsel, accountants, other professionals, and other interested parties who are not employees of BIZCO, Inc. or its subsidiaries and/or affiliates.

Name of Outside Party	Relationship to BIZCO	Outside Party's Contact Person	Contact's Phone Number	Contact's Email	Contact's Mailing Address

EXHIBIT C

HIPAA Release Authority

I, Mr. Exec, hereby grant this Release for the sole purpose of providing members of the Leadership Contingency Committee (“LCC”) of the Board of Directors of BIZCO, Inc. (the “Company”) with a means to determine whether I am capable of performing my duties as Chief Executive Officer of the Company in the event my physical or mental abilities are compromised by an injury or illness. (The condition of being incapable of performing my duties as CEO by reason of injury or illness shall be referred to in this Release as “Executive Incapacity.”) No person to whom this Release is granted shall use this Release to attempt to obtain any of the information described herein without due cause to believe that I have suffered an injury or illness that has caused Executive Incapacity, and no person to whom this Release is granted shall use this Release to attempt to obtain any information that is not reasonably necessary for a determination of Executive Incapacity.

The persons to whom this Release is granted (the “Permitted Recipients”), who are currently members of the LCC, are as follows:

For the sole purpose of enabling members of the LCC to determine whether I am in a condition of Executive Incapacity because of an illness or injury, I grant to the Permitted Recipients the right to obtain and review all relevant health care and medical records and information about me from any person in possession of such records or information.

This release authority applies to any information governed by the Health Insurance Portability and Accountability Act of 1996 (aka HIPAA), 42 USC 1320d 42 USC 1320d and 45 CFR 160-164 45 CFR 160-164.

I authorize: any physician, health care professional, health plan, hospital, clinic, laboratory, pharmacy or other covered health care provider, any insurance company and the Medical Information Bureau Inc. or other health care clearinghouse that has provided treatment or services to me, or that has paid for or is seeking payment from me for such services, to give, disclose and release to the Permitted Recipients all of my individually identifiable health information and medical records regarding any past, present, or future medical or mental health condition, including all information relating to the diagnosis and treatment of HIV/AIDS, sexually transmitted diseases, mental illness, and drug or alcohol abuse, to the extent reasonably relevant to a determination of Executive Incapacity.

The authority given to the Permitted Recipients under this Release shall terminate twelve months (12) months after the execution of this Release, but not before.

To the extent any aspect of this release is held ineffective, it is my intention that the other provisions of this instrument remain valid and that this instrument be reformed or modified to ensure that my expressed desires are carried out to the fullest extent possible.

Dated this _____ day of _____, 2008.

In the Presence of:

_____ (SEAL)
Mr. Exec

MEMORANDUM

CLIENT-MATTER NUMBER

TO: Leadership Contingency Committee

DATE: _____, 2008

RE: Creation of a Leadership Contingency Plan for BIZCO, Inc.

At the BIZCO, Inc. (“BIZCO”) board of directors meeting on _____, 2008, the board authorized creation of a Leadership Contingency Committee (“LCC”), charged with the task of establishing and maintaining a Leadership Contingency Plan (the “Plan”) to ensure an immediate, ordered, and effective response to the sudden loss of Mr. Exec as Chairman and CEO of BIZCO. The purpose of this memo is to provide the LCC with some guidance on the form and substance of the Plan.

The BIZCO board appointed the following directors to the LCC:

The LCC will be operating as a committee of board members pursuant to [Wis. Stat. § 180.0825/relevant state statute]. In particular, subsection (5) allows the “committee to exercise the authority of the board of directors as specified by the board of directors or in the articles of incorporation or bylaws,” with limited exceptions. It is anticipated that the Plan will include recommendations for authority to be allocated by the board to the LCC to be exercised in the event of a leadership contingency—at least until a quorum of the full board can be convened. (Note that the board, in establishing the LCC and granting its authority, is not acting under [Wis. Stat. § 180.0207/relevant state statute] (Emergency Bylaws), which is invoked in the event of a more pervasive catastrophic event. Through the planning process, the LCC may determine that it is desirable to also plan for such an event and may then return to the full board for an expansion of the LCC’s mandate.)

A. Form of the Plan.

Initially, the Plan may be a single report of recommendations compiled by the LCC to be voted upon by the full board of directors, but implementation of the Plan may require the Plan or components of it to take a number of different forms:

- Some iteration of the Plan should be incorporated into the employee handbooks or manuals of policies and procedures of BIZCO and its subsidiaries.
- Parts of the Plan may take the form of flowcharts and other graphic illustrations. Specific executives, including Mr. Exec's interim replacement, may receive specific instructions or parts of the Plan that are not disseminated among the other executives or employees.
- Specific budgets, such as for stay bonuses for key executives or for engagement of advisors or other service professionals may be developed for use of the board and members of the executive team.
- Even specific language may be developed for immediate use to communicate with employees or other constituents of BIZCO in the event of a contingency.

The LCC will decide who will draft the various components of the Plan in implementation. However, all such components will continue to be incorporated into and remain a part of the master Plan maintained and controlled by the LCC.

B. Contents of the Plan.

The Plan should be composed of four general components: Short Term Operations; Long Term Operations; Constituent Relations; and Sale of the Company.

1. Short Term Operations.

The purpose of the Short Term Operations component of the Plan is to ensure that BIZCO can respond to a Leadership Contingency immediately and effectively. The effectiveness of BIZCO's immediate response will depend on mechanisms for identifying the Leadership Contingency, assessing the specific effects of the Leadership Contingency, and assigning authority to act on behalf of the board in the short term aftermath of a Leadership Contingency. An essential element of these mechanisms will be pre-established lines of communication to manage the flow of information to decision makers and the flow of instructions to personnel.

a. Identifying the Contingency.

In some cases, the occurrence of a Leadership Contingency may be obvious and certain, but in other cases, circumstances may require a determination whether a Leadership Contingency has occurred. The Plan should establish lines of communication regarding any potential Leadership Contingency

and assign authority to decide whether a Leadership Contingency has occurred warranting implementation of the Plan.

i. Reporting a possible Leadership Contingency.

The Plan should designate those persons at the board level, perhaps the LCC, who should be notified first in the event of a possible Leadership Contingency (the “Contingency Directors”). The Contingency Directors should be given all available information needed to determine the reliability of the reported facts and to decide, in the event of uncertainty, whether a Leadership Contingency has in fact occurred. Each director, owner, and executive should know in advance of a Leadership Contingency the identity of the Contingency Directors and that notifying the Contingency Directors has priority over notifying other decision makers.

ii. Deciding whether a Leadership Contingency has occurred.

The Contingency Directors should be empowered to decide whether a Leadership Contingency has occurred and to act on behalf of the full board of directors to implement the Plan, and in all other respects advisable, until the full board can be convened. It will be critical for the LCC to define in advance what constitutes a Leadership Contingency.

iii. Communicating the Leadership Contingency to directors and executives.

The Contingency Directors should have a pre-established protocol for communicating the occurrence of a Leadership Contingency, if they decide that one has occurred, to the balance of the board of directors and to BIZCO’s executives.

iv. Communicating a Leadership Contingency to counsel.

Because BIZCO is an unregistered, private company, a Leadership Contingency would not likely implicate regulatory action or disclosure requirements. Similarly, a Leadership Contingency would not likely expose BIZCO to civil liability unless the event causing the Leadership Contingency involves facts that expose BIZCO to tort liability by other parties harmed in the event. Nevertheless, the Plan should provide for counsel to be notified promptly of a Leadership Contingency and involved early in implementing the Plan.

b. Assessing Specific Effects.

Although the LCC can conceive of general categories of consequences of a Leadership Contingency, the specific effects of a Leadership Contingency would depend on circumstances existing at the time of the Leadership Contingency, many of which the LCC could not anticipate and might not even know about if a Leadership Contingency occurs. Under the Plan, each of BIZCO's VPs and other executives should be instructed to promptly assess what specific adverse consequences may occur within such executive's area of competence and authority (such assessment referred to as a "Contingency Assessment") and to communicate his or her Contingency Assessment to the Contingency Directors and to Mr. Exec's acting successor when he is installed. Contingency Assessments should include recommendations for remedial action. The LCC may decide to commission a standard form to be used by VP's and executives in such circumstances.

c. Assigning Authority to Act.

The Plan should identify an acting successor to Mr. Exec and delineate the authority of the Contingency Directors, the board, and Mr. Exec's successor to instruct and empower executives to act upon their Contingency Assessments. The Plan should be clear in all events about who is "in charge," *i.e.*, who, at any given time, should be receiving Contingency Assessments and has authority to issue binding instructions to executives. The Plan should establish how transitions of authority (such as from the Contingency Directors to the full board of directors) or delegations of authority (such as from the Contingency Directors to Mr. Exec's acting successor) are to be communicated to executives in a manner upon which they can rely.

In the event of a Leadership Contingency, the likely scenario is that the Contingency Directors would be empowered to act on behalf of the board of directors until such time as the full board (or a quorum) could be convened. Thereafter, the Contingency Directors would continue to implement the Contingency Plan, but they would do so under the supervision and control of the full board of directors.

***Special considerations for public companies:** Consider whether any short-term reporting obligations have been triggered under SEC and other regulatory guidelines. As an example, a Form 8-K (Item 5.02) filing disclosing the loss of the executive will be required to be filed within four business days and could include a related press release.

2. Long Term Operations.

The purpose of the Long Term Operations component of the Plan is to ensure that BIZCO can continue to operate indefinitely at the same level of profitability as it did before the Leadership Contingency. Although BIZCO is likely to be sold in the event of a Leadership

Contingency, the board of directors must provide means by which BIZCO can maintain its value as a going concern in the absence of a sale. This is true, first, because the shareholders of BIZCO should not feel compelled to sell because of a lack of confidence in successor management to run BIZCO after a Leadership Contingency, and, second, because BIZCO is more likely to realize its full value in a sale if bidders do not perceive the shareholders to be compelled to sell. BIZCO's ability to maintain profitable long term operations will depend on mechanisms for appointing Mr. Exec's successor, retaining key executives, and filling executive vacancies that arise because of the Leadership Contingency.

a. Appointing Mr. Exec's Successor.

With regard to an immediate response to a Leadership Contingency, the Plan will provide for appointment of an interim successor. The interim successor most likely will be selected from among individuals already serving as executives of BIZCO, because an insider could assume the responsibilities immediately (i.e., without relocating or giving notice to another employer) and would already have knowledge of BIZCO, its employees, and its constituents that would be needed to lead BIZCO. The Plan should identify the interim successor, as well as alternates, and should consider what adjustments to compensation, including performance bonuses, may be necessary and appropriate to induce the interim successor to serve.

If the interim successor identified in the Plan would be the board's choice for a "permanent" successor to Mr. Exec, the Plan should address the process of grooming the successor for the position in advance of a Leadership Contingency. However, the Plan should assume that Mr. Exec's interim successor will not be the board's choice for a "permanent" successor or may not be available to serve, so that the board will be prepared with the means to seek an outside successor if that should be necessary.

b. Retaining Key Executives.

In the event of a Leadership Contingency, key executives of BIZCO might feel pressure to seek (and accept) employment elsewhere due to the prospect of losing their jobs due to a failure of successor management or acquisition of the BIZCO by a buyer with redundant personnel. A loss of such executives, closely after a Leadership Contingency, would exacerbate the adverse effects of the Leadership Contingency. Therefore, the Plan should consider strategies for retaining executives, including implementation of stay bonuses and other compensation incentives. The Plan might incorporate advice of an executive compensation consultant, so that specific stay incentives could be communicated to executives immediately in the event of Leadership Contingency.

c. Replacing Key Executives.

As discussed in the preceding paragraph, a Leadership Contingency could lead to the loss of other key executives, which would exacerbate the adverse effects of the

Leadership Contingency. Therefore, the Plan should consider the means by which BIZCO could promptly and effectively fill executive vacancies. For the same reasons why it would be difficult to retain executives in the event of a Leadership Contingency, it would be even more challenging to attract and hire quality executives after a Leadership Contingency. The Plan might incorporate advice of an executive search consultant, so that specific recruiting strategies could be implemented immediately in the event of the loss of any of the BIZCO's key executives.

By anticipating specific costs involved in providing compensation incentives to Mr. Exec's successor, other key executives, and outsiders recruited to replace key executives, the Plan can help determine how much liquidity might be needed to address these issues.

***Special considerations for public companies:** Consider a review of the company's most recent MD&A in its SEC filings and other regulatory disclosures in order to determine whether information about an incapacitated or deceased executive, particularly expectations regarding his or her involvement in directing the company's future affairs, has become misleading.

3. Constituent Relations.

The purpose of the Constituent Relations component of the Plan is to help avoid a loss of confidence of the parties with whom the Companies do business, including lenders, suppliers, unrelated distributors, employees, and shareholders ("Constituents") in the event of a Leadership Contingency. Lenders and suppliers may be less likely to extend credit or may insist on premium rates of interest, and distributors may be tempted to favor a competitor's product. Proactive communications with Constituents in the event of a Leadership Contingency could lessen Constituents' concerns if such communications are prompt, positive, and consistent.

The Plan should identify the Constituents whom BIZCO should attempt to inform of a Leadership Contingency as soon as practicable after the Leadership Contingency occurs. The Plan should assign to one constituent relations executive (the "CR Executive") responsibility for coordinating and overseeing such communications. The Plan should address the content of such communications, emphasizing the message that BIZCO has planned for the Leadership Contingency and that the Plan is being implemented by an experienced board of directors and executives, and otherwise expressing a sense of control, confidence, and stability.

The Plan should provide a means for informing directors, owners, executives, and all employees that all inquiries regarding the Leadership Contingency and its effects on BIZCO should be referred to the CR Executive, so that the message to Constituents remains consistent. Executives and employees should be instructed to report to the CR Executive any evidence that a Constituent may be losing confidence in the Companies due to the Leadership Contingency so that the CR Executive can promptly target that Constituent.

The Plan should assume that BIZCO will be put on the market after a Leadership Contingency and that marketing BIZCO also may lead to a loss of Constituent confidence in the absence of a sustained Constituent-relations effort. Again, the message to Constituents should be prompt, positive, and consistent.

***Special considerations for public companies:** During a leadership contingency, the most important message to convey to public shareholders and other constituents is that the company will remain on course. The interim CEO should contact key shareholders, industry analysts, members of the media and other important constituents. The transition at the top may be less disruptive to constituent relations (and to stock price) where constituents know the identities of heirs apparent to executives in advance of a leadership contingency; in other words, where the incoming CEO has already cultivated good relations with media and various constituencies. His or her prior exposure to analysts and market makers will ease uncertainty when the leadership contingency plan eventually takes effect.

4. Sale of BIZCO.

The purpose of the Sale of BIZCO component of the Plan is to help avoid a loss of value to the shareholders caused by putting BIZCO on the market during a time of uncertainty in operations and Constituent loyalty. Under most circumstances, the shareholders would likely sell BIZCO after a Leadership Contingency. The Plan should outline how BIZCO would be placed on the market and sold. It should assign tasks and authority for selling BIZCO, and it should anticipate and address activities that otherwise could impede such transactions.

The Plan should identify, for BIZCO, who would have authority to decide to sell the company and who would have authority to accept a given offer based upon applicable law and enforceable agreements among the shareholders. The Plan should identify unrelated parties who would be needed to assist in selling BIZCO, such as valuation professionals and investment bankers. The Plan should ensure that accounting and other information systems operate in a manner that would be conducive to rapid review and assessment by unrelated parties retained to assist in selling BIZCO and to prompt response to due diligence requests by potential buyers. The Plan should also consider whether information and disclosure systems would facilitate or impede absorption of BIZCO by a publicly-traded buyer.

C. Conclusion.

The board of directors of BIZCO should appoint three to five members to serve on an LCC to prepare and maintain a contingency plan with the advice of Mr. Exec to be implemented in the event of Mr. Exec's death, sudden incapacity, or unavailability.