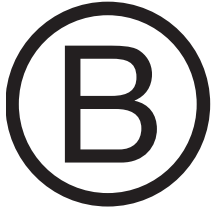


Certified



Corporation™

bcorporation.net

the change we seek™

Term Sheet for Class of 2010 B Corporations™¹

Corporations in States that do NOT have Constituency Statutes

Introduction

This document outlines the terms for certification as a B Corporation™.

B Lab envisions a new sector of the economy which harnesses the power of business to solve social and environmental problems. This sector is comprised of a new type of corporation – the B Corporation™ - that creates benefit for all stakeholders, not just shareholders. B Corporations™ 1) meet comprehensive and transparent social and environmental performance standards; 2) institutionalize stakeholder interests; and 3) build collective voice through the power of a unifying brand.

The mission of B Lab, a nonprofit organization, is to 1) certify and support B Corporations who achieve a minimum score on the B Ratings System and expand the responsibilities of their corporation to include consideration of the interests of employees, community, and environment; and 2) build mission-aligned capital markets and tax, procurement, and investment incentives for B Corporations.

Governance Overview

B Lab is governed by an independent Board of Directors and the performance standards used to certify B Corporations are governed by an independent Standards Advisory Council. Membership of both is transparent and available at www.bcorporation.net. All submissions for B Corporation™ certification will be reviewed by B Lab; acceptance into and continued participation in the B Corp community is at the sole discretion of B Lab and its Board of Directors.

Terms

B Corporations™ who receive certification in 2010 will:

- Be certified for a two year term beginning the date of certification
- Meet performance standards for B Corp certification:
 - Submit completed Version 2.0 of the B Impact Assessment for review and receive a passing score (80/200)
 - Submit to an audit if randomly selected (B Lab randomly audits 20% of all B Corporations over the 2 year certification period)
 - Attach all required documentation, found in Step 3 of Become a B, to complete their B Impact Assessment™ Submission

Terms (cont'd)

- Meet legal standards for B Corp certification:
 - To the extent possible within the corporate law of the Company's state of incorporation, the Company shall consider the impact of its decisions not only on shareholders, but also on its employees, customers, suppliers, community, and the environment; and
 - The Company will support B Lab's public policy objectives of passing legislation to create a new corporate form with higher standards of corporate purpose, accountability, and transparency, as well as incentives for certified sustainable businesses.
- Abide by intellectual property requirements:
 - Use B Corporation™ intellectual property, including the name 'B Corporation™', and the 'B Corporation™ Seal', consistent with the 'B Corporation™ Brand Usage Guidelines' provided by B Lab.
 - Allow the Company's names and logos to be used by B Lab for the limited purpose of promoting the community of B Corporations
- Sign the B Corporation™ Declaration of Interdependence as a symbol of their commitment to our shared collective purpose
- Pay B Lab an annual certification fee based on the tiered structure below

Annual Sales	Annual Fee
\$0 - \$1,999,999 MM	\$500
\$2 MM - \$4,999,999 MM	\$1,000
\$5 MM - \$9,999,999 MM	\$2,500
\$10 MM - \$19,999,999 MM	\$5,000
\$20 MM - \$99,999,999 MM	\$10,000
\$100 MM +	\$25,000

- Provided that the company takes and passes the most current version of the B Impact Assessment and completes a review with a B Lab staff member every two years, this Term Sheet will automatically renew unless either party chooses to cancel the contract in writing for any reason.

Commitment

By signing below, I agree to the above terms.

Director / Officer

Director / Officer, B Lab

Date

Company

Date

Company

Certified



Corporation™

bcorporation.net

Declaration of Interdependence

We envision a new sector of the economy which harnesses the power of private enterprise to create public benefit. This sector is comprised of a new type of corporation — the B Corporation™ — which is purpose-driven and creates benefit for all stakeholders, not just shareholders.

As members of this emerging sector and as entrepreneurs and investors in B Corporations™,

We hold these truths to be self-evident:

That we must be the change we seek in the world;

That all business ought to be conducted as if people and place mattered;

That, through their products, practices, and profits, businesses should aspire to do no harm and benefit all.

To do so, requires that we act with the understanding that we are each dependent upon another and thus responsible for each other and future generations.

Director / Officer

Director / Officer, B Lab

Date

Company

Date

the change we seek™