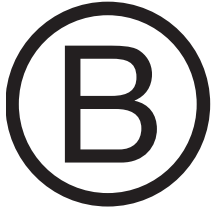


Certified



Corporation™

bcorporation.net

the change we seek™

Term Sheet for Class of 2011 B Corporations™¹

Corporations in states that do NOT have constituency statutes where Benefit Corporation is available

Introduction

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

B Lab is a nonprofit organization dedicated to using the power of business to solve social and environmental problems. B Lab drives systemic change through three interlated initiatives: 1) building a community of Certified B Corporations to make it easier for all of us to tell the difference between ‘good companies’ and just good marketing; 2) accelerating the growth of the impact investing asset class through use of B Lab’s GIIRS impact rating system by institutional investors; and 3) promoting legislation creating a new corporate form that meets higher standards of purpose, accountability, and transparency.

Certified B Corporations: 1) meet rigorous standards of social and environmental performance; 2) legally expand their corporate responsibilities to include consideration of stakeholder interests; and 3) build collective voice through the power of the unifying B Corporation brand.

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 2011 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 to complete their B Impact Assessment™ Submission

¹ ‘B Corporation’, ‘the B Corporation Seal’ and ‘the change we seek’ are trademarks of B Lab, Inc.

Terms (cont'd)

- Meet legal standards for B Corp certification:
 - Have begun the process of adopting Benefit Corporation status by the date of certification (e.g. have had conversations with Board chair, counsel, or key shareholders, indicating support for said adoption);
 - Obtain Board (or other governing body) and subsequent Shareholder approval to amend corporate governing documents to adopt Benefit Corporation status; and
 - Submit a copy of the Company's amended governing documents identifying it as a Benefit Corporation within 2 years certification
- 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	\$500
\$2 M - \$4,999,999	\$1,000
\$5 M - \$9,999,999	\$2,500
\$10 M - \$19,999,999	\$5,000
\$20 M - \$99,999,999	\$10,000
\$100 M +	\$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™