

**2010 Award Nomination Form
Illinois Chapter of The ESOP Association**

Company of the Year

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About Us

Holden Industries, Inc. is an employee-owned company, headquartered in Deerfield, Illinois. Holden is the parent organization of a diversified portfolio of manufacturing companies dedicated to profitable growth through capital-efficient reinvestment.

People are a significant part of Holden's success. The responsibility for the day-to-day management and performance rests with each subsidiary. Holden is proud of its employees and supports their accomplishments based on a philosophy of involvement, continuing education and participative management.

Mission

To perpetuate the profitable growth of our company by providing the highest quality products and services to our customers worldwide, while consistently emphasizing opportunities for our employees and our commitment to ethics, excellence and innovation.

Principles

We are committed to:

- Aggressively meeting customers' needs
- Maintaining a manageable level of risk in the business
- Respecting our employees and treating them fairly and consistently while maintaining an emphasis on employee development

We will achieve this through:

- Developing an objective understanding of our customers' requirements and using all of our resources to satisfy those requirements
- Acting ethically and continually striving for excellence in our performance
- Working together as a team

Holden is comprised of four core business units which are each leaders in their respective markets. At the heart of this success are our quality products, superior dealer/distributor service and support network and solutions approach to the market. Holden's businesses are committed to meeting specific customer needs and ensuring ongoing product innovation and development to maintain our leadership position.

Nosco blends business resources with technical expertise for customized packaging solutions including carton printing, pressure sensitive labels, and inserts.

Setco designs, builds, services, and repairs precision spindles and slides and is recognized worldwide as a technical leader.

Vac-Con delivers high-performing, rugged products for sewer cleaning, industrial vacuuming, hydro excavation and sewer flushing.

Wildeck is recognized as an industry leader and quality manufacturer of mezzanines, material lifts (VRCs) and safety guarding products.

The formation of the ESOP

In response to ownership's intention to sell the company, most likely in pieces to strategic buyers, management undertook to structure an employee buyout as a preferable alternative with the benefits both of preserving jobs and enabling employees to share in the future value of the company.

In August of 2007, an important milestone in the company's history was announced – an opportunity for all employees to acquire ownership in Holden Industries, the parent company of Nosco, Setco, Vac-Con, and Wildeck. With this announcement began an exciting venture of employee communication and education – “Take Stock in Your Future – Make the ESOP Happen”. The Principal Group, outside consultants engaged by Holden, created newsletters and conducted a series of on-site meetings to educate employees on the plan provisions and concepts of employee-owned companies.

On December 3, 2007, the Company provided all eligible employees with detailed information through a Disclosure Memorandum and opened up the investment election – a one-time decision to invest retirement 401(k), Profit Sharing, Executive Deferred Compensation Plan, and/or roll over funds from another qualified retirement plan into the Holden Industries ESOP. In order to complete the transaction, a minimum of \$21,000,000 was required to be raised through the election. The executive team rolled out the election with a series of on-site employee meetings called a “Road Show” to inform the employees about the election, the Company and about the ESOP.

The final election results showed that out of the 890 employees eligible to participate in the election, 608 made an investment election (a participation rate of 68.3%). These 608 employees elected to invest a total of **\$31,726,674** into the ESOP, an overwhelming positive response from the employees.

On December 28, 2007, the Holden Industries, Inc. ESOP was formed with the initial share price set at \$10.00 per share and acquired 100% of the stock of Holden Industries. This put the ownership and control of the Company's future in the hands of Holden's managers and employees.

An additional 276 employees became participants in the ESOP when the 2007 and 2008 profit sharing contributions were made in the form of stock, making a total of 884 employee owners. At the end of 2007, 95% of all active employees were owners, and at the end of 2008, 85% of all active employees were owners. The annual valuation completed as of 12/31/2007 indicated a value for the company of \$13.17 per share, and as of 12/31/2008, the value of company increased to \$14.71 per share.

A significant aspect of the ESOP, being 100% employee owned, is the tax savings available through being organized as an S Corporation. As an S Corporation, the Company does not pay federal taxes on its earnings. Instead, the taxes are passed through to its shareholder, the ESOP Trust. Since the ESOP Trust is a tax-qualified employee retirement plan, it is exempt from federal income taxes.

Holden Industries, Inc. should be recognized as the Illinois Chapter's ESOP Company of the Year because:

We appreciate our employee owners

Service requirements for the profit sharing contribution were waived during the formation of the ESOP to allow almost all employees to become employee owners. In recognition, each employee owner received:

- Holden Coffee Cup
- Holden Founding Member Pin

In addition, Holden logo umbrellas, lunch bags, stadium blankets, and key chains were awarded during Employee Ownership Month.



We seek employee owner participation through the ESOP Communication Advisory Committee

Beginning in January of 2008, the ESOP Communication Advisory Committee was formed to enhance the employee ownership culture at each subsidiary location through communication and involvement. Each Company's President selected the inaugural members for the two-year term of 2008-2009. For the 2010-2011 term, employees were able to self-nominate by formally expressing an interest in membership.

The ESOP Communication Advisory Committee is charged with general communication regarding the ESOP and promoting an employee ownership culture. More specifically, the Committee's purpose involves:

- o Enhancing the understanding of the ESOP and communicating ownership benefits and responsibility to all employees
- o Keeping employees involved in sharing their thoughts, ideas, and suggestions on how to take advantage of opportunities, or eliminate problems that have an impact on Company performance
- o Organizing and facilitating educational programs and company events that promote an employee ownership culture

Committee Members:

Holden Industries, Inc.

Joseph Haas, CEO & President (advisor)
Barbara Barkley, Director of Human Resources

Bob Schwallie, Service Center Manager

Vac-Con

Brent Tull, Final Assembly Supervisor
Craig Gustavson, Configurator John Foti, Assy.
Electrician Leadman

Nosco

Brian J. Taipalus, Journeyman Operator
Syndie Adams, Shrinkwrap Operator
Mike Ortiz, Litho Press Operator
Jeff Yarbrough, Die Cutting Manager
Matt Lawrenz, Litho Press Room Lead, 2nd shift

Wildeck

Kelly Kamlager, Marketing Specialist
Ron Jackson, Shift Supervisor
Wendy Yates, Executive Administrative Assistant

Setco

Jeff Brandt, Technical Sales Support

Accomplishments in fulfilling the purpose of the Committee

- Publish Quarterly Newsletter
 - o Communicate Company performance
 - o Educate employee owners on the business
 - o Promote an ownership culture
 - o Celebrate successes
- Develop and update an employee owner website “MyESOP”
- Promote Employee Ownership Month - 2009 Activities included:
 - o Poster Contest
 - o Word Search Puzzle
 - o “Set Sail for Success Award” to nominate employee owners exhibiting one of the “Guiding Behaviors of Employee Owners”
 - o “Enjoy the Fruits of Employee Ownership” celebration coffee break
- Educate employees on the “Guiding Behaviors of Employee Owners”
- Conduct an annual employee “Road Show” announcing the share value and communicating business performance by the Holden Executive Staff at all Company locations



MyESOP employee owner website page engaging employees to feel and think like owners.

2009 Employee Ownership Month
Holden Poster Contest Winner
Promoting the Guiding Behaviors of
Employee Owners
Submitted by Bob Gaumont, Nosco,
Waukegan, IL



We are involved in the community

- Food Drive in 2009 yielded 439 pounds and 460 items to local food pantries
- Donated food to local charities in lieu of purchasing customer Christmas gifts
- Participated in blood drive

We are involved through employee ownership associations

Holden Industries, Inc. is a member of the ESOP Association, the Illinois Chapter of the ESOP Association, National Center for Employee Ownership, and Employee-Owned S Corporations of America (ESCA). Art Miller, Executive Vice President and General Counsel, serves as a Vice President of the Illinois Chapter of the ESOP Association and as a member of the Leadership and Development Council of ESCA.

Highlights of association involvement in 2009:

- Art Miller and Joe Haas attended the IL Chapter ESOP Association Winter Conference, February 24, 2009.
- Greg Hamilton, Barb Barkley and Matt Lawrenz, a member of the ESOP Communication Advisory Committee, attended the National ESOP Association Annual Conference May 6-7, 2009. Entered the AACE competition in the One Special Event Category for the activities promoted during Employee Ownership Month.
- Sponsored and participated in the Illinois Chapter ESOP Annual Golf Outing, June 11, 2009.
- Barb Barkley participated in the HR Roundtable event, Illinois Chapter ESOP, in Batavia, June 17, 2009.
- On September 15, 2009, Holden Industries, Inc. received the "Off to a Running Start" Award from ESCA for being the most active new member.
- Illinois Chapter ESOP, Company-to-Company event on October 14, 2009, was sponsored by Holden Industries, Inc. at the Nosco location in Gurnee, Illinois.
- Art Miller and Barb Barkley attended the Midwest ESOP Association Conference, September 24-25, 2009.
- Joe Haas and Art Miller attended the National ESOP Association Director's Retreat, September 29 -30, 2009.
- Las Vegas Conference & Trade Show in November 2009 was attended by Art Miller.
- Art Miller attended ESCA Leadership Conference, February 2009; Lobby Days, Washington, May 2009; and with Joe Haas attended Federal Policy Conference and Lobby Days, September 2009.
- Art Miller participated in lobbying meetings: Amsted hosted Durbin and Smith Bucklin hosted Danny Davis.

We create wealth

Profit Sharing Contributions to the ESOP

- 2007 - \$1,489,704.32
- 2008 - \$1,806,584.02

Share Value Growth

- 12/28/2007 - \$10.00
- 12/31/2007 - \$13.17
- 12/31/2008 - \$14.71

Employee Benefits

- The Company provides for the government mandated benefits: Federal Insurance Contributions Act (FICA), Medicare, State and Federal Unemployment Compensation, and Workers' Compensation Insurance.
- Health and welfare benefits include: basic life and accidental death and dismemberment (AD&D) insurance, short-term and long-term disability, medical and travel accident insurance.
- In addition, voluntary plans are available for additional employee, spouse and dependent life and AD&D, long-term disability buy-up, and dental insurance.
- Tax savings plans are available through medical and dependent Flexible Spending Accounts, as well as a retirement plan for 401(k) deferrals.
- The ESOP is a retirement plan in which each employee participates through an annual discretionary company profit sharing contribution, as well as in the value change driven by the appreciation of the share value.
- A variety of paid-time off plans including bereavement, holiday, and vacation pay are available.
- An Employee Assistance Plan is available for assistance with life and work challenges.
- Continuing education assistance is obtainable for education and training.

Awards & Recognition

- Service Awards program to recognize years of service
- Award Certificates to employee owners for participation in departmental forums
- Achievement awards for Apprenticeship/Journeyman Program
- Attendance awards
- Safety recognition