

Enterprise Risk Management Program Guide



Innovative and Comprehensive
Risk Management Solutions

Executive Summary



We Help Our Clients Improve Business Performance and Stakeholder Value.

The AMX International, Incorporated (AMXi) Enterprise Risk Management Program Guide is designed for review and consideration by directors, senior executives and key decision makers in privately held and publicly traded corporations, non-profit organizations, and government-sponsored enterprises. We share our insights on risk management failures that occurred over the last 2 years and continue to occur today. We provide information on pending legislation, SEC rules, credit rating agency evaluations, and how enterprise risk management can, if properly implemented, significantly improve business performance and stakeholder value.

We offer an innovative and comprehensive approach for the implementation and governance of an SEC compliant enterprise risk management solution that significantly improves business performance. Our approach leverages the organization's existing investment in employees, methodologies, frameworks, industry standards, policies, procedures, models and infrastructure; where possible. We make implementation and ongoing governance less challenging by focusing on key stakeholder expectations and the linkages among enterprise objectives, strategies and the associated major risks.

We create and embed an enterprise-wide risk management culture that empowers employees. We establish a sustainable balance among quantitative methods, qualitative observations, hands-on experience and good business judgment. Our approach also provides the agility needed to aggressively maximize business performance and the scalability to support the integration of new business lines and acquisitions. Directors, senior executives, managers and staff benefit from actionable, timely and accurate risk management reports and dashboards, with drill down information. As a result, the organization has an enterprise risk management solution that significantly improves efficiency, resiliency, opportunities, business performance and stakeholder value.

AMXi provides superior value. Our professionals are proven leaders with the skills, knowledge and experience required to work with global cross-functional teams and to collaborate with people at all levels of your organization. We provide our clients with a balance of big-four alumni, corporate executives and subject matter experts who have significant experience in complex projects and programs with global corporations. Our professionals average over 23 years of practical hands-on business experience and have expertise in over 135 subject areas, across 14 industries. Our objective is to help you improve your bottom line and increase the value of your organization.

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Enterprise Risk Management Overview

According to the Committee of Sponsoring Organizations, Enterprise Risk Management (ERM) is a process, effected by an entity's board of directors, management and other personnel, applied in strategy setting and across the enterprise, designed to identify potential events that may affect the entity, and manage risk to be within its risk appetite, to provide reasonable assurance regarding the achievement of entity objectives.

Prior to the financial crisis, corporate risk management organizations were primarily focused on compliance, internal controls, fraud, insurance and unsustainable and misleading quantitative models. In some cases the number of risk management functions grew and became too complex, ineffective, inefficient and unreliable. We now know the most devastating risks may be unknown to directors, senior executives and key decision makers.

Our Approach

Today's privately held and publicly traded corporations, non-profit organizations, and government sponsored enterprises need innovative and effective risk management solutions that contribute to sustainable growth and bottom line performance. The AMXi approach reflects the hard-earned lessons learned from risk management failures and major impacts at financial services, insurance, professional services, manufacturing, commercial real estate, technology and energy corporations. It also reflects our thought leadership and best practices from the most respected risk management organizations including the Weinberg Center for Corporate Governance, the Committee of Sponsoring Organizations, International Standards Organization, Risk and Insurance Management Society, Casualty Actuarial Society, Basel Committee on Banking Supervision, and the Disaster Recovery Institute International.

Our approach provides an efficient and pragmatic process for the oversight and management of known and emerging risks. We leverage the organization's existing investment in employees, methodologies, frameworks, industry standards, policies, procedures, models and infrastructure; where possible. We help create an enterprise-wide risk management culture that empowers all employees. Directors, senior executives, managers and staff also benefit from actionable, timely and accurate risk management reports and dashboards with drill down information.

ERM Considerations

This section provides insights on ERM Program considerations for directors and senior executives.

Board of Directors

Risk management has become a hot topic and a major issue for directors. The SEC identified the absence of risk management as a major contributor to the financial crisis and announced rules that require greater risk management oversight by the board of directors. Investors, shareholders and regulators have shifted their focus on directors and risk management. It is imperative that boards increase their understanding of major risks and oversight of risk management processes to ensure they are implemented, functioning and embraced by senior executives. Tone at the top is critical.

The purpose of risk management is not to avoid risk, but to identify, prioritize and establish the processes and tools required to proactively manage risks.

The AMXi ERM Program significantly improves financial and operational performance and stakeholder value. The board's risk management oversight is based on state, federal and foreign laws, regulations, commodity futures trading and stock exchange requirements, industry guidance and best practices. Risks for directors to consider:

- Brand and Reputation.
- Bribery and Foreign Corruption.
- Compliance.
- Employment.
- Environment and Climate Change.
- Financial and Operational.
- Governance.
- Human Rights.
- Information Technology and Security.
- Intellectual Property.
- Natural and Man-made Disasters.
- Product Liability.
- Safety and Health.
- Third-party and Systemic.

It is important to remember, the management of known risks is far easier than identifying and managing the corporation through emerging risks and surprises. Directors require an understanding of major risks facing the corporation and access to tools to

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research these risks so they can independently validate senior executive claims. Business judgment rules only protect directors that are actively engaging senior executives [Corporate Board Member, 2009].

In addition to site visits, directors may require education and periodic updates on risk management policies, processes and specific risks so they can discuss exposures with senior executives, provide meaningful oversight and gauge the success of risk management culture change within the corporation.

Directors should anticipate new and increasing levels of interest by the SEC and stakeholders regarding their risk management involvement.

Senior Executives

It is critical that senior executives maintain a keen awareness of major risks and opportunities. Uniform, timely, accurate and complete risk information improves corporate communications and decision making, allowing senior executives to take well understood risks that create greater stakeholder value.

The AMXi ERM Program significantly improves the existing risk management environment and corporate risk culture. Senior executives, key decision makers, managers and staff are provided with the timely and accurate information needed to maximize business performance, aggressively pursue growth opportunities while avoiding risk management failures.

To maximize return on the risk management investment, senior executives must:

- Work with directors to identify and prioritize the top-5 strategies.
- Link key stakeholder expectations, enterprise objectives, strategies and the associated major risks.
- Collaborate with directors to establish the corporation's risk appetite.
- Establish tone-at-the-top and embed an enterprise-wide risk management culture.
- Implement a fully functioning and sustainable enterprise risk management program.
- Use risk management reports, dashboards and drill down information to proactively manage risk, pursue opportunities and maximize business performance.
- Maintain an active dialog with the directors on major risks.

To achieve a fully functioning enterprise risk management program, senior executives must commit to the success of the program; there can be no hold-outs.

The SEC, Fed and FDIC

The initial SEC federal proxy rules were thrown out by the court and the SEC does not plan to appeal; however, the SEC may rewrite the proxy rules.

The initial SEC proxy rule required proxy and information statements, annual reports and registration statements to include:

- Compensation policies and practices that present material risk to the company.
- Stock and option awards of executives and directors.
- Director and nominee qualifications and legal proceedings.
- Board leadership structure.
- The board's role in risk oversight.
- Potential conflicts of interest of compensation consultants that advise companies and their boards of directors.

The business impacts and unintended consequences resulting from new regulation associated with of the Dodd Frank Wall Street Reform and Consumer Protection Act are yet to be determined. According to Senator Chris Dodd, no one will know until this is actually in place how it works. For instance:

- The new law makes rating firms liable for the quality of their rating decisions. As a result, Standard & Poor's, Moody's and Fitch will not allow their ratings to be used in new bond sales documents.

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- Title II: Orderly Liquidation Authority – Federal authorities can place large bank holding companies and significant non-banks in federal receivership. The receiver would be charged with liquidating the institution. This approach creates significant uncertainty for larger institutions and interconnected third-party financial service firms. From a comprehensive risk management perspective, borrowers, counterparties, creditors, customers, equity holders, supply chain vendors, etc. will have no assurance a distressed company will not be liquidated under Chapter 7 versus reorganized under Chapter 11.

Analyst Evaluations and Credit Ratings

Standard and Poor's and other credit rating agencies have introduced enterprise risk management as a new component of their corporate credit rating process. Incorporating risk management into the normal credit discussion and analysis process allows the analyst to better evaluate management as a principal component in the company's overall business and financial profile. The review provides insight into the corporation's enterprise risk management program and the ability of the corporation to meet its financial obligations when confronted by major risks. Enterprise risk management scoring will be based on the corporation's industry sector to allow for apples-to-apples comparisons. Corporate enterprise risk management ratings and evaluation criteria:

- Excellent – must demonstrate an enterprise-wide view of risks including: loss controls and processes are in-place for major risks; measures and manages risk exposures and losses have predefined tolerance guidelines; and risks and rewards are optimized.
- Strong – must demonstrate an enterprise-wide view of risks including: loss controls and processes in-place for major risks; measures and manages risk exposures and losses have predefined tolerance guidelines.
- Adequate – must have the capability to identify, measure, and manage most major risk exposures and losses; however, risk is managed in silos.
- Weak – limited capabilities to identify, measure, and comprehensively manage risk exposures and limit losses; the management of risk is sporadic and losses may be widespread; and loss controls and process are missing for one or more major risks.

The AMXi ERM Program

AMXi offers an innovative and comprehensive approach for the implementation of an SEC compliant enterprise risk management program. It's designed for high-growth organizations that want to drive business performance, while avoiding business, economic and compliance hazards. Our approach provides the agility needed to aggressively maximize business performance and the scalability to support the integration of new business lines and acquisitions. We help our client's establish a risk management environment that strikes a sustainable balance among quantitative methods, qualitative observations, hands-on experience and good business judgment. Our approach to risk management provides directors with a clear understanding of major risks faced by the organization. Senior executives and key decision makers have the timely and accurate information they need to aggressively pursue opportunities that maximize overall business performance and growth.

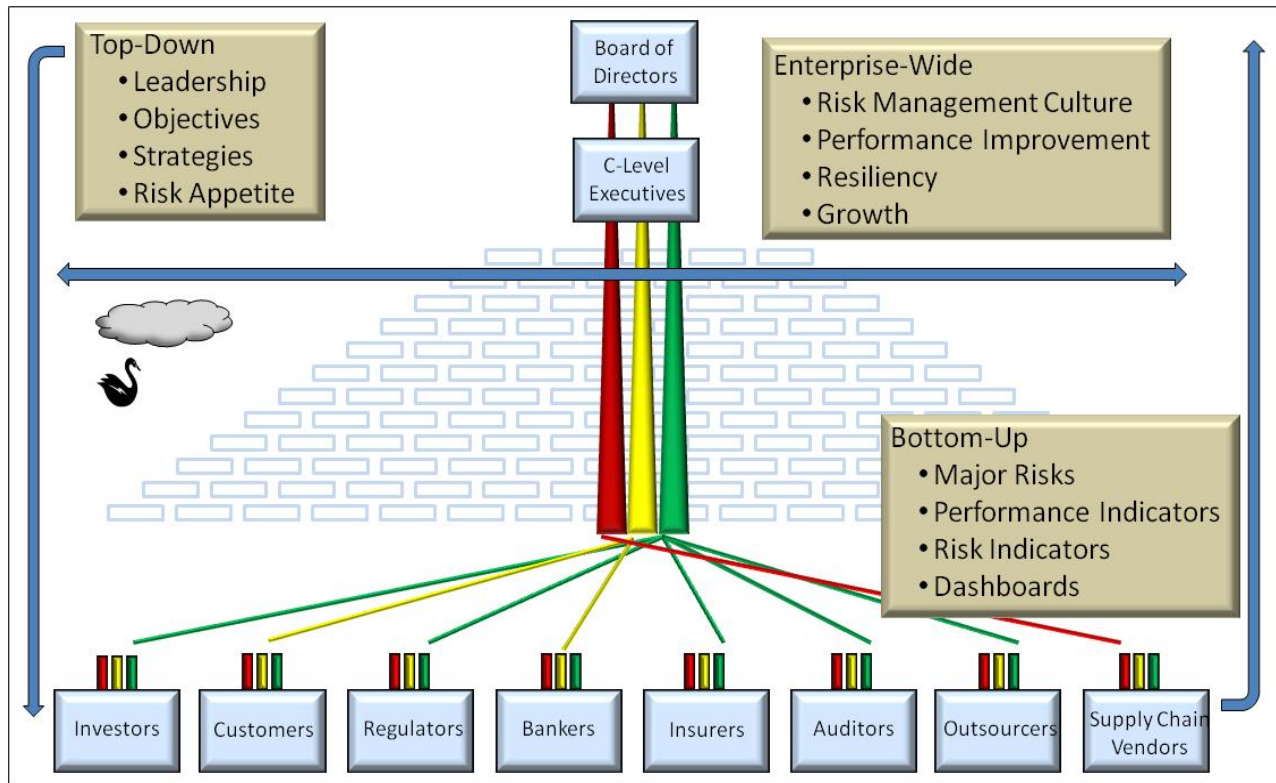
Comprehensive Solution

Enterprise risk management begins at the top. Our top-down, bottom-up and enterprise-wide solution is designed to make risk management an integral part of the corporate culture by empowering employees.

The following diagram illustrates the status of major risks faced by the corporation and the flow of risk information. The Corporate Risk Appetite Statement and the aggregated Business Unit Risk Appetite Statements are used to establish risk tolerance ranges. The following reflects the risk exposure categories:

- Green indicates Acceptable.
- Yellow indicates Acceptable to Caution.
- Red indicates Unacceptable. (in this example, Supply Chain Vendor mitigation is required)

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Directors and senior executives establish a corporate risk appetite and set tone-at-the-top. Starting with the highest priority corporate strategy, a working committee drives down and across the enterprise taking into account the corporate risk appetite, existing risks, processes, methodologies, frameworks, metrics, and employee risk awareness programs would be developed. On the way up and across the enterprise, silos, gaps and overlaps are eliminated, risk processes are aligned and updated, methodologies are reviewed, new risks are identified, real-time metrics are created, dashboards with drill down information are developed, and employees are involved in analysis, design, development and implementation of the most appropriate risk management solution within their business function. Risk management training will also reinforce tone-at-the-top commitment to a risk management culture.

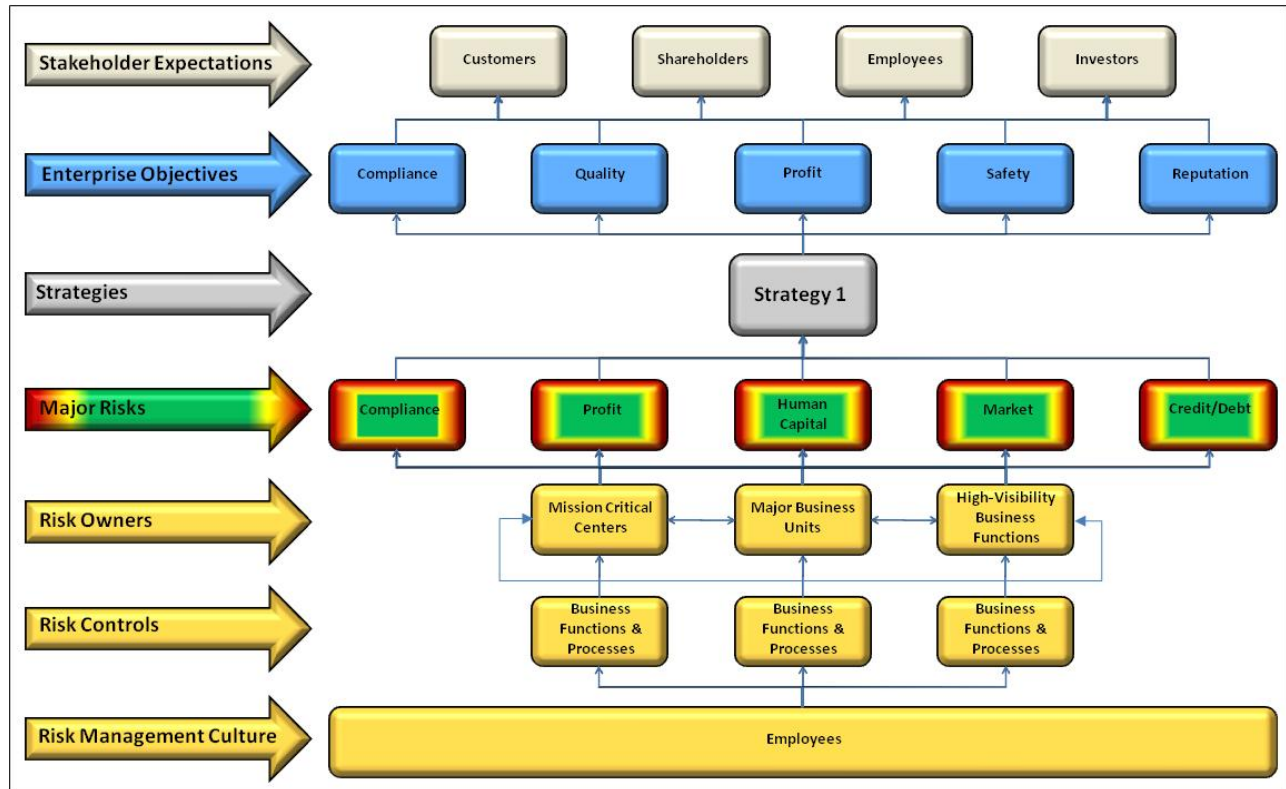
The AMXi ERM Program takes an enterprise-wide view of known risks and serves as a platform to help the corporation identify emerging risks and avoid surprises. Time and experience gained by business unit employees are critical to the implementation of the AMXi ERM Program. Process automation enhances the accuracy and efficiency because it requires discipline and a thorough understanding of specific risks and risk measurements. As business unit employees are trained on risk management they will become more empowered to use their experience and judgment to proactively manage risks. Additional stakeholder value will be created by avoiding the root causes of risk management failures such as:

- AIG financial products silo.
- Boeing 787 structural components.
- BP, Halliburton & Transocean procedures.
- Carnival Cruise Line policy compliance.
- GM legacy cost.
- Lightsquared regulatory compliance.
- MF Global accounting systems.
- Research In Motion strategy.
- Susan G. Komen stakeholder alignment.
- Toyota culture.

Innovative Approach

The following diagram illustrates our innovative approach to enterprise risk management. We focus on business performance and the proactive management of major risks. Our approach is designed to make risk management less challenging by linking key stakeholder expectations, enterprise objectives, strategies and the associated major risks.

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Deliverables and Results

The following table illustrates the risk management results achieved as each deliverable is completed. The successful completion of each deliverable will also improve overall business performance.

Results Deliverables	ERM Environment	Material Risks	Major Risks	Business Unit Function Risks	Enterprise-wide Risk Culture
Assessment	✓				✓
Corporate Risk Appetite Statement		✓			✓
Business Unit Risk Appetite Statements			✓		✓
Business Function & Process Risk Controls				✓	✓
Employee Risk Management Empowerment					✓

Risk Management Assessment and ERM Baseline – Our approach begins with the AMXi Enterprise Risk Management Assessment Survey. The Survey is completed by 7 to 15 directors, senior executives and key decision makers. The Survey consists of 27 carefully selected questions that provide significant insight on the current enterprise risk management environment. Completed surveys are analyzed, the last three corporate 10Ks are analyzed, and the findings and continuous improvement recommendations are prepared for presentation. A meeting is scheduled to discuss the findings and recommendations. At this point, the corporation has established the initial enterprise risk management environment baseline.

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Enterprise Risk Management Plan – Directors, senior executives and key decision makers identify, prioritize and link key stakeholder expectations, enterprise objectives, strategies and major risks.

Corporate Risk Appetite Statement – The Corporate Risk Appetite Statement provides directors with a clear understanding of material and major risks, and empowers senior executives to more aggressively pursue opportunities that maximize overall business performance. Our approach is designed to make this requirement less challenging by focusing on key stakeholder expectations, enterprise objectives, strategies and the associated major risks. We also use the corporation’s risk management top-talent and existing risk management methodologies, frameworks, processes, metrics, qualitative and quantitative techniques, tools, and infrastructure, where possible.

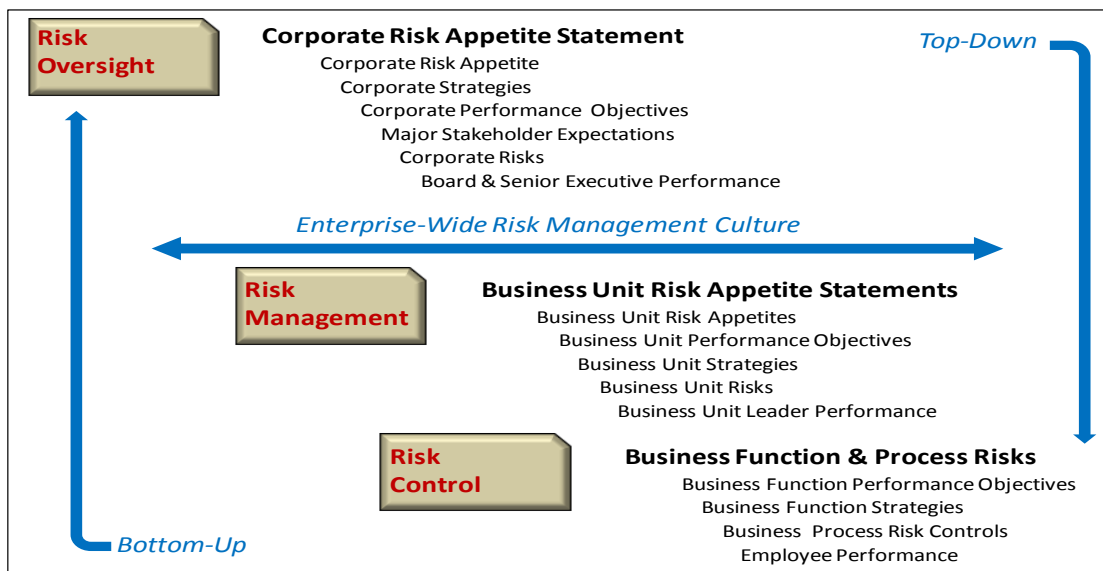
Business Unit Risk Appetite Statements – Once the Corporate Risk Appetite Statement is complete, it will be cascaded enterprise-wide and articulated. Mission Critical Centers, Major Business Units and High-Visibility Business Functions identified in the Corporate Risk Appetite Statement will develop Business Unit Risk Appetite Statements that reflect the amount of risk the business unit is willing to take on or is prepared to accept in pursuing business strategies and performance objectives. The aggregated Business Unit Risk Appetite Statements should not exceed the risk appetite established by the Corporate Risk Appetite Statement. The Business Unit Risk Appetite Statements also serves as the foundation for implementing bottom-up and enterprise-wide Business Function Risk Controls and Performance Management.

Business Function and Process Risk Controls – Implementation of Business Function and Process Risk Controls provides directors with a better understanding of the risk landscape, major risks faced by the corporation, access to information required to meet legal requirements, and ensure the balance between risks and rewards for stakeholders. Key risk indicators and key performance indicators are linked using the corporation’s performance management tool or the balanced scorecard method. Senior executives, key decision makers, managers and staff will also have the timely and accurate information and processes they need to pursue opportunities, maximize business performance and proactively managing risk in compliance with the Corporate Risk Appetite Statement.

Culture Transformation – Throughout implementation, employees will be involved in the risk management process and receive risk management training. The ultimate goal is to have employees empowered to proactively manage risks and maximize business performance within their span of control.

Controls

The following diagram illustrates the three control levels associated with the AMXi Enterprise Risk Management Program. It also reflects the top-down, bottom-up and enterprise-wide benefits of the Corporate Risk Appetite Statement and Business Unit Risk Appetite Statements on risk management and business performance.

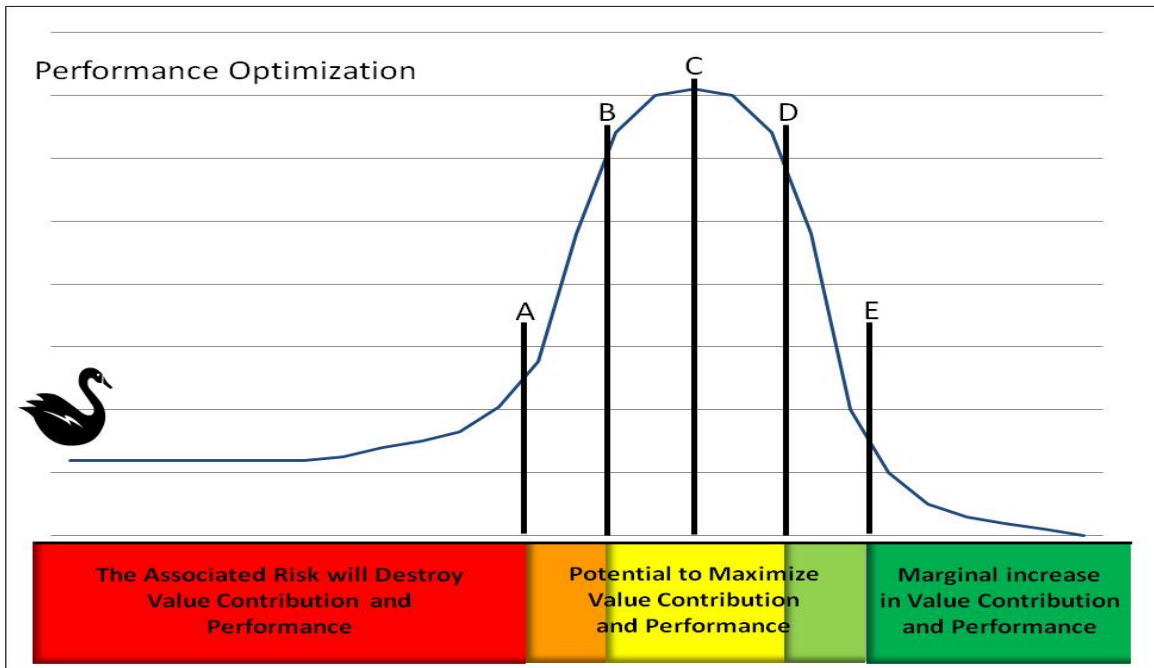


Maximizing Business Performance

Each major risk identified in the Corporate Risk Appetite Statement and the Business Unit Risk Appetite Statements will be analyzed using quantitative models, qualitative observations, hand-on experience and/or good business judgment. This will allow the senior executives, key decision makers, management and employees to drive business performance while avoiding risks management failures. The old adage is true; *the fastest cars have the best brakes*.

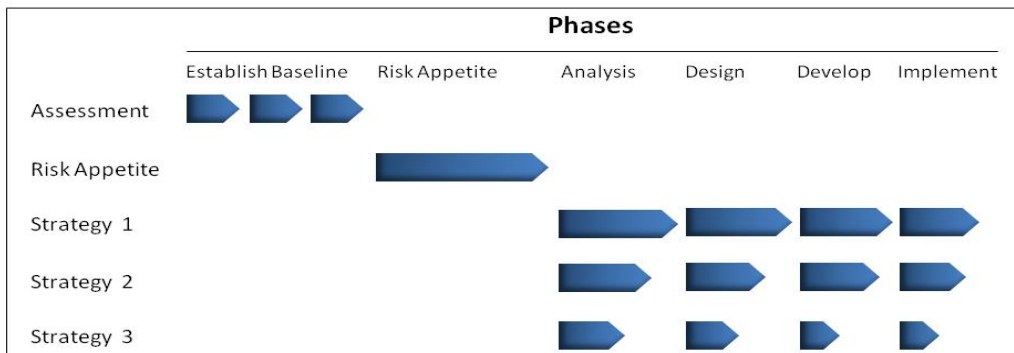
The following diagram illustrates one approach for optimizing performance. Quantitative models will be developed as needed to help determine the most profitable position in the risk-reward range. In some cases, the risk management settings may be too conservative producing marginal value contribution and performance, the area right of position E. In other cases, the risk management settings may be too lax and lead to risk management failures, capital losses, reputation damage, etc, left of position A. For maximum business performance, the optimal position may be between C and D or between B and C.

The information gathered from quantitative models and real-time metrics will also provide the basis for actionable dashboards with drill down capabilities. Dashboards will significantly improve director oversight and understanding of the major risks facing the corporation. Senior executives and key decision makers will also have the actionable information they need to aggressively drive performance and pursue growth opportunities.



Deployment Strategy and Level of Effort

The following table illustrates the AMXi ERM Program’s deployment strategy and the associated levels of effort associated with each successive corporate strategy. Arrow length indicates the relative level of effort required.



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The Statements Phase includes the development of the Corporate Risk Appetite Statement and Business Unit Risk Appetite Statements. The number one corporate strategy will identify a significant number of major risks. The time and resources invested in the first corporate strategy will greatly improve the efficiency and effectiveness of the working committee as each subsequent corporate strategy moves through Analyze, Design, Develop and Implement Phases.

Maturity Model and Ratings

The following table provides ratings and a brief description of the corresponding measurement criteria. The corporation's enterprise risk management environment will be assessed at the beginning of the ERM Program by 7 to 15 directors, senior executives and key decision makers to establish a baseline. The scope of the assessments will increase over the course of the Program to include working committee members, ad hoc team member, subject matter experts and business unit employees.

Excellent	The board has an ERM committee or subcommittee, directors actively engage executives on risks, executives and key decision makers use risk management for competitive advantage, risk and rewards are optimized, risk management is an integral part of the corporate culture.
Good	Directors provide oversight and understand major risks, tone-at the top is clear, the corporation demonstrates an enterprise-wide view of risks, corporate and business unit risk appetite statements are in-place, function and process risk controls are in-place, major risks are proactively managed.
Fair	Directors are beginning to understand major risks, corporate and business unit risk appetite statements are being developed, tone at the top is forming, functions and process risk controls are missing, some tolerances are defined, risk exposures are proactively managed for some major risks.
Poor	Directors understand material risks, major risks are not reported or discussed with directors, risk reports are inaccurate or incomplete, risks are communicated on an ad hoc basis, risk management is sporadic, loss controls and processes are inconsistent, employees do not understand risk impacts.
Failing	Risk management processes are not in-place, directors do not provide risk management oversight or understand material risks, employees are indifferent to corporate risk exposures.

Surveys will be performed shortly after the completion of each phase to ensure Program objectives are being achieved and value is being created.

Our Professionals

Our professionals are proven leaders with the skills, knowledge and experience required to work with global cross-functional teams and to collaborate with people at all levels of your organization. We provide our clients with a balance of big-four alumni, corporate executives and subject matter experts who have significant experience in complex projects and programs with global corporations. Our professionals average over 23 years of practical hands-on business experience and have expertise in over 135 subject areas, across 14 industries. Our objective is to help you improve your bottom line and increase the value of your organization. Our approach to risk management provides directors with a clear understanding of major risks faced by the organization, and enables senior executives and key decision makers to more aggressively pursue opportunities that maximize overall business performance and growth. Our objective is to help you improve your bottom line and increase the value of your organization.

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Expertise

Our professionals average over 23 years of practical hands-on business experience in over 135 subject areas, across 14 industries, including:

Acquisition Planning	Environmental Audits	Local Government
Aerospace Manufacturing	Environmental Compliance	Logistics
Agriculture Markets	Environmental Liability Mitigation	Manufacturing
Airline Industry	Environmental Mgt. Systems	Merger Consolidation
Alternative Investments	Executive Meeting Facilitation	Metals Manufacturing
Apparel Industry	FDIC	Multilateral Development Banks
Asset & Liability Management	Federal Bank Examination	Natural Gas & Oil
Audit Procedures	Federal Government	Network Security
Automotive Manufacturing	Federal Reserve	Operational Risk Management
Balanced Score Cards	Financial Analysis	Operations Executive
Bank Executive	Financial Audits	Options Pricing Programs
Banking	Financial Executive	Organizational Consolidations
Basel II & III	Financial Market Management	Petrochemical Industry
Brewing Industry	Financial Reporting	Pharmaceutical Industry
Broker / Dealer Operations	Financial Stress Testing	Product / Branding Strategy
Business Analysis	Financial Systems Management	Program Management
Business Continuity Planning	Floor Trading Executive	Property Insurance
Business Impact Analysis	Food Industry	Public Utilities
Business Interruption Insurance	Foreign Currencies	Quality
Business Process Improvement	Foreign Exchanges	Quantitative Analysis
Capital Measurement Modeling	Forward Curves	Rating Agencies
Causality Insurance	Futures	Refineries
Change Management	Global Enterprises	Regulatory Compliance
Chemical Industry	Global Financial Markets	Residential Mortgages
COBIT	Governance Solutions	Risk Assessments
Commercial Loans	Health, Safety & Environmental	Risk Identification
Commercial Mortgages	Healthcare	Risk Mitigation
Commodity Markets	Hedge Effectiveness Testing	Risk Model Validation
Compliance Audits	Hedge Funds	Sarbanes Oxley
Consumer Loans	High-Risk Project Management	SAS Risk Management
Core Deposit Analysis	High-Yield Debt	Scenario Testing
COSO	Hospitality	SEC
Cost Accounting	Human Capital	Securities
Credit Metrics	Incident Management	Sourcing Strategies
Credit Risk Management	Information Security & Privacy	Sovereign Debt
Crisis Management	Information Technology	State Government
Culture Transformation	Insurance Industry	Statistics
Director & Officer Insurance	Internal & External Audits	Strategic Planning
Data Verification Models	Internal Controls	Structured Securities Analysis
Derivatives	International Banking	Supply Chain Risk
Disaster Recovery Planning	ISO 31000	Swaps
Dodd-Frank Act	IT Audits	Telecom Engineering
Earnings at Risk	IT Executive	Telecommunications
eCommerce Technology	IT Project Turnarounds	Textile
Economic Value Analysis	Key Performance Indicators	Trading Operations
Economics	Key Risk Indicators	Treasury Management
Emerging Technology	Labor Continuity Strategies	Trust Banker
Energy Industry	Liability Insurance	Wholesale & Retail
Energy Markets	Liquidity & Gap Analysis	Wired & Wireless Networks
Enterprise Resource Planning	Litigation Support	Worker Compensation

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Quick ERM Program Assessment

Answer the following 10 questions Yes or No.

1. Does your organization have a board committee focused on the oversight of enterprise-wide risks?
2. Do board members have a good understanding of the major risks facing the organization?
3. Are key stakeholder expectations, and your organization's objectives, strategies and major risks linked?
4. Does your organization have a risk appetite statement?
5. Does your organization have an executive committee focused on enterprise-wide risks?
6. Is the ownership of each major risk clearly understood and accepted by the designated owner?
7. Are you confident all major risks facing your organization are identified and proactively managed?
8. Is your risk management program enterprise-wide, agile and scalable?
9. Are you satisfied with the quality of risk management information used in decision making?
10. Is the management of risk well integrated into the culture of your organization?

Assessment Key

How many times did you answer Yes?

Yes	ERM Program Effectiveness
10	You have an effective ERM program
8 – 9	Your ERM program needs some minor tweaking
6 – 7	Your ERM program needs to be reviewed and updated
< 6	Your ERM program is not effective and represents a major liability

Contact Information

For more information, please contact one of the following principals.

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