PRIVATE DIRECTORS ASSOCIATION

Creating Value Through Board Excellence

CHICAGO

Wednesday, June 15, 2016

Aligning Senior Officer Compensation with the Needs of a Family Owned Business
Host: Seyfarth Shaw

131 South Dearborn Street, Suite 2400, Chicago, IL 60603

One of the challenging issues directors of a privately-held business face is how to compensate its senior officers. Here's how, in 2015, Sasser Family Holdings engaged in a focused process to better align its senior officer compensation with its needs as a family-owned business.

Panelist
Jeff Taylor
Principal Advisor
Jeff Taylor Advisory Services

Panelist
Robin L. Wolkoff
Chief Legal Officer
Sasser Family Holdings, Inc.

Panelist
Brian Frizzell
Vice-President of Corporate Finance and Treasurer
Sasser Family Holdings

Moderator
Marshall T. Scott
Director, Executive Compensation
Willis Towers Watson

Upcoming Events – Mark Your Calendar!

Date	**Time**	**Event**	**Location**
Wednesday, June 15, 2016	5:30 - 7:30 pm	Monthly Meeting	Seyfarth Shaw LLP
Tuesday, July 26, 2016	5:30 - 9:30 pm	Social Event	Ravinia
Tuesday, August 9, 2016	11:30 - 6:00 pm	Annual Golf Outing	Rolling Green Country Club
Wednesday, September 28, 2016	5:30 - 7:30 pm	Monthly Meeting	Perkins Coie LLP
Wednesday, October 19, 2016	5:30 - 7:30 pm	Monthly Meeting	Katten Muchin Rosenman LLP
Wednesday, November 16, 2016	5:30 - 7:30 pm	Monthly Meeting	The Northern Trust Company
Wednesday, December 07, 2016	5:30 - 8:00 pm	Holiday Party	BMO Harris Bank

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Speaker Bios

Panelist Jeff Taylor, Principal Advisor, Jeff Taylor Advisory Services

In addition to his personal experience with his own third generation family business addressing a myriad of challenges and opportunities for the past 35 years, Jeff Taylor is a Director on the Sasser Family Holdings' Board and Chairman of the Audit Committee. Jeff is a Senior Executive and Board Director with 30+ years' experience offering strategic and creative financial and management solutions to corporations and their shareholders that drive significant transformation and growth. Jeff has in-depth background as a board member and chairman of both publicly-held companies and closely-held businesses with a successful career as an experienced advisor to hundreds of middle market companies. He is extremely well-versed at understanding a business's unique attributes, helping them make the most informed strategic decisions possible and work through major growth and life cycle events to drive higher levels of performance and profitability. Jeff received his B.S. from Claremont McKenna College and received his J.D. from Northwestern University School of Law.

Panelist Robin L. Wolkoff, Chief Legal Officer, Sasser Family Holdings, Inc.

Robin is the Chief Legal Officer for Sasser Family Holdings, Inc., a 4th generation, family-owned transportation asset services and management company. SFH's holdings include Chicago Freight Car Leasing, Union Leasing, CF Rail Services, xCed, NxGen, and CF Asia Pacific. Prior to joining SFH as its CLO, she was a director on SFH's Board for six years and the Chair of its Compensation Committee. As CLO, she is responsible for directing all internal legal direction and alignment of third-party legal resources for the Company, as well as serving as a key strategic advisor as part of the senior executive team. She also works closely with each of the Company's businesses to provide legal support and strategy. She reports directly to the CEO, Fred Sasser. Prior to joining SFH, Robin was a Capital Partner at the law firm, Fox, Swibel, Levin & Carroll, LLP, where she co-chaired the firm's Litigation Group. While at FSLC, she focused her practice on commercial disputes having represented clients in a variety of business-related matters. She also acted as outside general counsel to closely-held companies and family-owned businesses. Robin has been named a Leading Lawyer in commercial litigation and alternative dispute resolution by the Law Bulletin Publishing Company. Only lawyers who are most often recommended by their peers in the statewide surveys are included in Leading Lawyers Magazine. Robin also is on the Board of Directors of Chicago Foundation for Women, a philanthropic organization dedicated to increasing resources and opportunities for women and girls in the greater Chicago area. Robin received her B.S., with highest honors, in finance, from the University of Illinois. She attended Aston University Management Centre, Birmingham, England, where she engaged in an intensified business curriculum. Robin received her J.D. from Northwestern University School of Law, where she was a member of the school's National Mock Trial Team.

Panelist Brian Frizzell, Vice-President of Corporate Finance and Treasurer, Sasser Family Holdings

As part of the senior executive team at Sasser Family Holdings, Brian Frizzell is responsible for capital sourcing and budgeting, risk management, and other related finance functions to support the needs of each of the operating subsidiaries. Brian's past experience includes almost 15 years providing financial and economic consulting services to clients across a wide array of industries as well as six years at Motorola in software development and management roles. Brian is an adjunct lecturer with the Technology and Entrepreneurship Center at the University of Illinois and has guest lectured on entrepreneurship, business strategy and valuation topics at both the Urbana and Chicago campuses. He is a Chartered Financial Analyst (CFA) and a Certified Fraud Examiner (CFE). Brian received a B.S. in Electrical Engineering from the University of Illinois at Urbana-Champaign and a Master's in Business Administration from the Kellogg Graduate School of Management at Northwestern University.

Moderator Marshall T. Scott, Director, Executive Compensation, Willis Towers Watson

Marshall Scott is a Director in the executive compensation business of Willis Towers Watson. He is a senior member of the firm's closely-held business services group and leads efforts regarding value creation and governance. Marshall works on a variety of matters including benchmarking, incentive design and compensation governance. His clients include many family-owned businesses in a variety of industries and revenue levels, including some very large family-owned businesses and some that are more moderately sized. Marshall received a law degree from the University of Chicago. Prior to that, he received a bachelor's degree in economics from Brigham Young University.