



We appreciate this opportunity to provide you with brief description of our firm:

Gary Baer Communications International, Inc has been an engineering, marketing and executive search firm since 1979. To date our recruiting efforts have fallen into three main areas.

These are Communications, CAD/CAE, and Computer Systems:

► **Communications** includes; Internet, Voice/Data Systems, T1/E1, LAN/WAN, Routers, Switches, Bridges, Wireless, Cellular Technologies, Embedded Systems Design, RTOS, Analog, Image, Video and Digital Signal Processing, Modems, etc.

► **Computer Aided Design** includes; everything from the front-end to back-end inclusive of Logic Synthesis and Optimization, Formal Verification, Test Synthesis (DFT, Ram and Memory BIST, ATPG, Boundary Scan, etc.), Simulation (Analog, Digital, Mixed Signal), Static and Dynamic Timing Analysis, Place & Route both gridded and gridless for boards, IC, MCM as well as Mask Design/Layout.

► **Computer Systems** includes; Personal Computers, Super Computers, Workstations, their peripheral devices, custom and semi-custom chip design as well as Gate Arrays, Asic and PLD (FPGA, etc.).

► **Search Process & Confidence Building**

We strive to work closely with the appropriate Hiring Authority and the Human Resource representatives to fully understand the needs and nuances of each particular search assignment. During the search process we will speak directly with each prospective candidate about his/her suitability and interest with respect to the position under search. Whenever possible we solicit reference information from the interested candidates. As the search proceeds we present via fax or email the interested and suitable candidates for consideration, as well as share, with the Hiring Authority any information we have learned through our search process that may impact the search parameters. At this time we will look to the Hiring Authority for his reaction to our candidates and if necessary seek refinement of our understanding as well as clarification of any points of knowledge deemed necessary to ensure a successful search.

► **Our Fee Structure**

For Individual Contributors and First Line Managers we ask for a fee equal to 25% of the first year's compensation. We guarantee the assigned candidate for a period of 90 days from start date. If the assigned candidate leaves within this 90 day period for reasons unrelated to non-performance of commitments made to the assigned candidate by the client company we will replace that candidate in a timely manner at no additional cost.

We ask for a fee equal to 30% of first year's compensation for Directors and Vice Presidents, 35% for Presidents, CEO, CFO & COO. We provide an engagement agreement for each search as well as written profiles, reference checks and progress reports for all candidates under consideration. We guarantee these assigned candidates for a period of 180 days. If the assigned candidate leaves within this period for reasons unrelated to non-performance of commitments made to the assigned candidate by the client company we will replace that candidate in a timely manner at no additional cost.

► **Our Engagement Profiles**

For Contingency search assignments we receive payment upon the successful placement of qualified individuals.

For contract search positions below the level of Director we ask for a one-time fee of \$10,000.00 for each position under search. Upon candidate assignment we receive a fee equal to 25% of the assigned candidate's first years compensation less the original retainer.

For the executive search of a Director, Vice President, CEO, CFO, COO, we negotiate a three-retainer payment schedule. Upon successful placement of the assigned candidate we receive our fee as described above less the retainer payments that have been paid.

► **Unscheduled Hires**

Any candidates presented by Gary Baer Communications International, Inc. who accepts a permanent or contract position within 180 days of presentation to the client company will be considered placed by Gary Baer Communications International, Inc. and payment will be in accordance with the fee structure above.

▶ Terms

In general, we are open to receiving non-qualified stock options as a part of our total compensation. We expect payment of all submitted invoices within 30 days of receipt.

▶ Governing Law

The law of the State of California, United States of America, shall govern the interpretation of our agreement and any questions relating hereto. Should any legal proceedings be required to enforce the terms of our agreement, the prevailing party will receive reimbursement from the other party for any costs associated with such proceedings.

Our tactical success: Is earned daily with the growth of who we know, what we know and how we know.

▶ Who we know:

Thousands of professionals, technologies and businesses within the high technology industry garnered through daily, personal conversations over the course of more than twenty years.

▶ What we know:

The art of discovery allowing us to make every reasonable effort to understand the needs and desires of candidates and companies alike.

▶ Why we know:

We possess an exceptional ability to understand the nuances of the personal communications process allowing us to accurately, effectively and elegantly understand and impart to another the needs and desires we discover.

Our strategic success: Rests upon three fundamental principles of the communications process that form the basis of everything we do. They are our commitment to serve and support the professionals, technologies and businesses within the high-technology industry, respect of others needs and desires in the pursuit of discovery and honesty in the representation of candidate and companies alike. We believe these tactics and strategies to be essential to our success as individuals because it enhances our personal experience, our quality of life, as it fosters our professional success. Clearly, the communications process is central to our business. We believe our awareness of this to be the primary ingredient of our success.

We thank you again for your time and consideration of our service. We look forward to your response and the opportunity to work with your firm in satisfying your staffing needs. Please contact my office for clarification on any point.

Sincerely,



Gary Baer
President & CEO

Signature _____

Name _____

Title _____

Company _____

Date _____