

SIGNATURE GROUP HOLDINGS, INC.  
Form DFAN14A  
May 10, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

INFORMATION REQUIRED IN

PROXY STATEMENT

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Signature Group Holdings, Inc.**

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(Name of Registrant as Specified In Its Charter)

NEW SIGNATURE, LLC

CHARLESTOWN CAPITAL ADVISORS, LLC

RAJ MAHESHWARI

LEE SMITH

BOUCHARD 10S LLC

CRAIG T. BOUCHARD

DUART HOLDINGS LLC

MALCOLM F. MACLEAN IV

STEVEN GIDUMAL

CLIFFORD D. NASTAS

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  
  
  - (2) Aggregate number of securities to which transaction applies:
  
  
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  - (4) Proposed maximum aggregate value of transaction:
  
  
  - (5) Total fee paid:

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- .. Fee paid previously with preliminary materials.
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

A New Vision for SGGH:  
Maximizing Shareholder Value  
THE NEW SIGNATURE BOARD SLATE  
May 9, 2013

\*  
\*  
\*

New Signature

As Time is Running Out!

THE NEW SIGNATURE BOARD SLATE

A New Vision for SGH

2

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\*



SGGH Is Underperforming In All Respects

First,

Signature s

stock

currently

trades

40%

below

the

approximate

Net Asset Value (NAV)\*.

A New Vision for SGGH

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THE NEW SIGNATURE BOARD SLATE

We know of **VERY FEW**

Acquisition

companies that trade below NAV.

\*NAV

does

not

include

the

value

of

the

Net

Operating

Losses

(NOLs).

All calculations based on Company 10-K for the period ended December 31, 2012.

\*\*As adjusted per our calculations of current value.

NAV per Share':

\$0.92-1.00

Share Price (May 8, 2013):

\$0.55

Discount to NAV

40-45%

Net Asset Value Analysis

(\$mn's)

Assets

12/31/2012

Less:

12/31/2012

Cash and Equivalents

\$54

Contingent Consideration

\$4

Investment Securities

3

Notes Payable

37

Loans Receivable\*\*

33

Term Loan

7

NABCO\*\*

55

Seller Notes

3

Other Assets (Vera Manufacturing)\*\*

10

Cosmed\*\*

1

Reversal of Repurchase Reserve\*\*

8

Total

\$163

Total

\$51

Approximate Net Asset Value (NAV)

\$112

Approximate NAV per Share

\$0.92-1.00

\*



\*  
\*  
\*

SGGH Is Underperforming In All Respects

Second,

Signature's

market

cap

is

lower

than

the

value

of

its

Federal

NOL!

4

Note: Per the 10-K for the period ended December 31, 2012 (p.4), SGGH had a federal NOL of \$886.9 million.

Note: This chart does NOT include the value of Signature's state NOLs.

A New Vision for SGGH

THE NEW SIGNATURE BOARD SLATE

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Signature Today  
Weak Board of Directors  
Inexperienced Management  
Failed to Execute a Strategy  
Wasteful Cost Structure

We  
believe  
SGGH  
trades  
well  
below  
NAV  
because  
the  
company  
has:

5  
A New Vision for SGGH  
THE NEW SIGNATURE BOARD SLATE

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Weak Board

Is running the company from Texas

Company HQ is in California

Deal flow is in New York and Chicago

Little discernible skill or experience with the  
sorts of acquisitions appropriate to SGGH

CEO Chris Colville:

Absentee

Edward Lamb:

Pre-Bankruptcy Fremont Executive

John Koral:

Retired Contractor

Retired construction company executive

No public company experience

On board since Emergence from Bankruptcy

Robert Schwab\*:

Retired

Works for Los Angeles Clippers  
basketball  
club

Former senior executive at Fremont General  
prior to bankruptcy

Least qualified member of the Board

Appears to have no experience searching,  
sourcing, evaluating or executing business  
transactions

The current board members lacks the skills and experience needed  
to maximize the value of  
Signature's assets.

6

\*

We believe Mr. Schwab has withdrawn his  
candidacy for the Board

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THE NEW SIGNATURE BOARD SLATE

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\*

Weak Board Needs Checks & Balances  
Why Does Sam Zell Care about SGGH?

Per *Forbes*, Sam Zell has a net worth  
of \$4B as of March 2013.

Zell's ownership of SGGH stock  
(11.3mm shares) cost EGI (Zell's  
Fund)

only  
\$5mm,

or  
0.12%

of  
Zell's  
net worth.

Sam Zell's placement of one of his Managers on the Board coupled with the  
Weak Board creates an environment for Potential Conflicts

We Believe Sophisticated Investors like Sam Zell and others like  
him *should*

care  
about the value (from the useable NOLs) residing in Signature

7

We believe sophisticated investors willing to backstop our deals  
should be embraced

However,

we

believe

there

are

many

investors

that

will

work

with

us

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THE NEW SIGNATURE BOARD SLATE

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Chaos In The Boardroom

8

For

a

company

with

only

two

small

operating

businesses,

SGGH

has

had

extraordinary turnover in the Board of Directors. Since the 2010 Emergence from Bankruptcy, **14**

people have served on Signature's board.

A New Vision for SGGH

THE NEW SIGNATURE BOARD SLATE

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We  
believe  
Chris  
Colville  
is  
NOT  
the  
right  
CEO  
for  
SGGH:  
Inexperienced Management  
During Mr. Noell's tenure:  
SGGH failed to execute any  
significant deals to utilize the  
NOLs  
The share price declined by

over 25% since Emergence  
from bankruptcy,  
underperforming the market by  
over 70%

Signature generated over  
\$21mm in operating losses

9

Failed as Chairman of  
SGGH

No M&A experience  
or acumen

In the kind of deals necessary to  
assure Signature success

Over the last year, Colville:

Provided board oversight  
during the period of significant  
shareholder value destruction

Approved the severance  
package for Craig Noell, in  
which the Board unnecessarily  
paid Mr. Noell \$650,000 in cash  
and 2 million  
shares of stock  
and warrants

Had no succession plan in place  
upon the resignation of Mr.  
Noell

Upon becoming CEO, accepted  
250,000 shares with  
accelerated vesting untied to  
performance

Protégé  
of

Craig Noell

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\*

No Clear Strategy And No Ability To Execute

What do the replacement circuit breaker, cosmetics and contract furniture manufacturing industries have to do with each other?

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Signature

is

a

company

without

a

clear

strategy

for sustainable shareholder value creation

A New Vision for SGGH

THE NEW SIGNATURE BOARD SLATE

SGGH has only made small acquisitions in unrelated industries, none of which create significant value for the company

We believe it demonstrates a seat-of-the-pants approach to

acquisitions and SGGH acquisition strategy

\*  
\*

#### Wasteful Cost Structure

Share count has increased from 112.6mm in the first quarter post-emergence to nearly 150mm (fully diluted) today, even though the stock price has declined from \$0.80 to below \$0.60.

11

#### Operating Losses

2011: \$3mm in salaries & bonuses for top executives

2012: \$2.5mm in salaries & bonuses for top executives

November 2012: General Counsel Chris Manderson was hired by the company for \$1.1mm\*

2013:

When Chris Colville was hired as CEO, he was awarded 250,000 restricted shares of stock with an accelerated vesting schedule untied to Colville's performance

Noell resigned, but the Board deemed separation as termination without cause

Noell

was

paid

over

\$650,000

in

unnecessary

cash

compensation

PLUS

Vesting of 1.5mn options and 500,000 shares of restricted stock

20 full-time employees at the parent/holding company level

Since Emergence from bankruptcy cumulative operating losses in excess of \$21mm

Excessive executive

compensation relative to

performance

Outrageous and

Unnecessary Departure Gift

to Craig Noell

Inefficient Staffing and

Excessive Overhead

Dilutive Stock Awards

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\*\$270,000

base

salary

+

756,000

options

(vesting

over

3

years)

worth

approximately

\$700,000

+

195,000

shares

of

restricted

stock

worth

approximately

\$100,000

\*

Wasteful Cost Structure

While  
the  
Shareholders  
have  
suffered,  
the  
Board  
has  
paid  
itself  
lavishly:

12  
Sources: 2012 Company proxy filing (p. 14), 2012 Company 10-K/A (p. 4); 2012  
Company 10-K (pp. 29-30).

And the Board has continued its lavish ways in 2013:



Additional Disclosed Director Payments in 2013:

Craig Noell

Resignation Payment

\$650,000

2mn shares & options

Chris Colville

Gift of Accelerated Vesting

250,000 shares of stock

The 2012 payments are in addition to the \$1 million in cash and stock paid to Chris Manderson upon becoming General Counsel in 2012.

Year

Director

Compensation

SGGH Operating

Loss

2011

\$810,275

(\$20,221,000)

2012

\$853,224

(\$7,072,000)

Cumulative

\$1,663,499

(\$27,293,000)

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THE NEW SIGNATURE BOARD SLATE

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Our Vision For A New Signature

Appoint a seasoned CEO with the skills and experience to maximize the value of Signature's assets

Build a lean, experienced, capable, and professional management team

Compensate employees appropriately for goals achieved

Top-notch Board to oversee value creation

Pursue meaningful acquisitions

Complete 1 or 2 large (goal of >\$50mn in EBITDA) transactions that will efficiently utilize the NOLs

Signature is the surviving company

Develop an appropriate capital structure. For example, finance the transaction(s) with bank debt, high-yield debt, cash and new equity

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Our Mission is to raise the stock price significantly through a series of steps:

A New Vision for SGGH  
THE NEW SIGNATURE BOARD SLATE

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Our Slate For A New Signature Board  
CEOs with public company experience  
Strong corporate governance and existing company  
knowledge  
Appropriate and proven deal experience  
Continued flow of deals that may be appropriate for  
SGGH  
Proven successful track record for investor and  
shareholder value creation  
A clear vision for generating value at SGGH  
14

Unlike the current Board,  
our slate offers:

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SGGH Must Consider Large Deals

Higher EBITDA should result in a higher stock price (allowing us to issue proportionally fewer shares in an acquisition)

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The bigger the deal, the higher proportion of debt the market will allow to fund the acquisition

Large Deals Should Allow More Efficient Financing:

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Deal Structure Examples

Acquisition

EBITDA

25.0

\$

35.0

\$

50.0

\$

75.0

\$

100.0

\$

Assumed Purchase Price

162.5

\$

227.5

\$

325.0

\$

487.5

\$

650.0

\$

Multiple on EBITDA\*

6.5 x

6.5 x

6.5 x

6.5 x

6.5 x

Financing

Debt

100.0

\$

140.0

\$

200.0

\$

318.8

\$

450.0

\$

at 4.0x to 4.5x Coverage\*\*

4.0 x

4.0 x

4.0 x

4.25 x

4.5 x

Cash on Hand to Use

30.0

\$

30.0

\$  
30.0  
\$  
35.0  
\$  
35.0  
\$  
New Equity to be Raised  
32.5  
\$  
57.5  
\$  
95.0  
\$  
133.8  
\$  
165.0  
\$  
Number of Shares at \$0.65  
50.0  
  
88.5  
  
146.2  
  
na  
na  
Number of Shares at \$1.10  
na  
na  
86.4  
  
121.6  
  
150.0

\*Estimate for target companies in our likely universe

\*\*We believe the debt markets would allow us to use 4.0-4.5x leverage to finance an acquisition.

Dollars & shares in millions

\*

\*

SGGH Must Consider Large Deals

The faster the NOLs are utilized, the faster and higher the stock should rise

16

Large Deals Should Create More Value For Shareholders:

The bigger the deal, the lower the interest rate on new high yield bonds

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Creating Stock Value

EBITDA

25.0

\$

35.0

\$



50.0  
\$  
75.0  
\$  
100.0  
\$  
Interest Expense  
11.0  
\$  
15.4  
\$  
20.0  
\$  
31.1  
\$  
42.8  
\$  
Assumed Interest Rate  
11.0%  
11.0%  
10.0%  
9.75%  
9.5%  
Earnings before Taxes (EBT)  
14.0  
\$  
19.6  
\$  
30.0  
\$  
43.9  
\$  
57.3  
\$  
Net Income  
14.0  
\$  
19.6  
\$  
30.0  
\$  
43.9  
\$  
57.3  
\$  
Est. Number of New Shares  
50.0  
  
88.5

116.3

121.6

150.0

Est. Number of Total Shares

200.0

238.5

266.3

271.6

300.0

Earnings per Share (E.P.S.)

0.07

\$

0.08

\$

0.11

\$

0.16

\$

0.19

\$

Stock Price at P/E multiple of 10

0.70

\$

0.82

\$

1.13

\$

1.62

\$

1.91

\$

Stock Price at P/E multiple of 15

na

na

1.69

\$

2.43

\$

2.86

\$

Dollars & shares in millions

\*

\*

Larger Deals Deliver Greater Value

Using

up

the

NOL

in

16

years

or

less

is

critical

to

maximizing the NPV Benefit of the NOLs

Every month of delay in closing a deal simply

burns more cash from operations

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Large deals and speed are essential to maximizing the value of the NOL:

Small deals will never fully utilize the NOLs

Small deals also imply higher cumulative

transaction costs

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THE NEW SIGNATURE BOARD SLATE

NOL Time Usage

EBITDA

25.0

\$

35.0

\$

50.0

\$

75.0

\$

100.0

\$

Earnings before Taxes (EBT)

14.0

\$

19.6

\$

30.0

\$

43.9

\$

57.3

\$

Number of YEARS to use NOLs

64

45

30

20

16

NOL Amount today

890.0

\$

890.0

\$

890.0

\$

890.0

\$

890.0

\$

Dollars & shares in millions

\*

\*

Larger Deals Deliver Greater Value

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Large deals and speed are essential to maximizing the value of the NOL:

A

New

Vision

for

SGGH

THE NEW SIGNATURE BOARD SLATE

\*Assumes: \$100mn in EBITDA, generating \$57.3mn in EBT, 40% tax rate. EBITDA and debt outstanding remain constant.

\*\*Assumes: \$25mn in EBITDA, generating \$14.0mn in EBT, 40% tax rate. EBITDA and debt outstanding remain constant.

A \$100mn EBITDA company returns the NOL

value to shareholders in **16**

years\*

A \$25mn EBITDA company returns the NOL value to shareholders in **64**

years\*\*

The Present Value of the NOL

is

significantly higher

with bigger

deals.

Large deals deliver value to

shareholders much faster; while

small deals deliver value much

slower, if at all.

Value

Value

\*

\*

Recent Deals Our Board Slate Has Evaluated

19

Transaction A:

Transaction B:

The New Signature Board Slate is seeing the type of deals that SGGH needs

Industrial Company with steady earnings and

EBITDA of approximately \$100mm

Product Supply Company with \$75mm of EBITDA

SGGH could have purchased at an attractive

price

Deal would have used the NOLs quite

effectively, creating value

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Vision

for

SGGH

THE NEW SIGNATURE BOARD SLATE

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Conclusion

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Weak Board with Inappropriate Talent Mix

Inexperienced Management

Ineffective Strategy (actually, NO strategy)

Wasteful Cost Structure  
The New Signature Board  
slate offers:

CEOs with public company experience

Appropriate deal experience and access to deal flow

Demonstrated value creation for investors and shareholders

A vision for generating value at SGGH

Please  
vote  
the

GOLD

Proxy!

Thank

you.

As

Time

is

Running

Out.

SGGH Today suffers from:

A

New

Vision

for

SGGH

THE NEW SIGNATURE BOARD SLATE

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New Signature  
As Time is Running Out!  
THE NEW SIGNATURE BOARD SLATE  
A New Vision for SGH

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Appendix

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The New Signature Slate

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Craig Bouchard

Chairman of the Board and Chief Executive Officer of Cambelle-Inland, LLC, an entity created in 2013 through which Mr.

Bouchard manages certain investment activities in China. Prior to founding Cambelle-Inland, LLC, in 2010, Mr.

Bouchard founded Shale-Inland, a leading master distributor of stainless steel pipe, valves and fittings, and

stamped

and

fabricated

parts

to

the

US

energy

industry

with

revenues

approaching

\$1

billion.

Mr.

Bouchard

served as the Chief Executive Officer and later as the Chairman of the Board of Shale-Inland through 2012.

Before

he

founded

Shale-Inland,

Mr.

Bouchard

was

President

and

Vice

Chairman

of

Esmark,

Inc.,

a

publicly

traded

company

on  
the  
NASDAQ.  
Mr.  
Bouchard  
co-founded  
Esmark,  
Inc.  
in  
2004.

Craig  
was  
named  
a  
finalist  
for  
the  
2005  
Ernst  
&  
Young  
Entrepreneur  
of  
the  
Year  
Award  
in  
Illinois.

His  
team  
later  
crafted  
the  
first  
and  
only  
hostile reverse tender merger on Wall Street, successfully replacing 9 directors of Wheeling Pittsburg  
Corporation  
in  
2007.

In  
doing  
so,  
Esmark  
became  
the  
nation's  
fifth  
largest  
steel

company.

During

Mr.

Bouchard's

tenure, Esmark's revenues grew from \$4 million to over \$3 billion. The company was one of the highest appreciating stocks on the NASDAQ or the NYSE for the full year 2008. The story was told in America for Sale,

Copyright 2009,

Craig T. Bouchard and James V. Koch (ABC-CLIO).

From

1998-2003,

Mr.

Bouchard

was

the

President

and

Chief

Executive

Officer

of

New

York

based

NumeriX,

a

risk

management

software

company

commanding

a

leading

market

share

on

Wall

Street.

Mr.

Bouchard holds a Bachelors degree from Illinois State University, a Masters Degree in Economics from Illinois State

University,

and

an

MBA

from

the

University

of

Chicago.

He  
has  
been  
a  
member  
of  
the  
Board  
of  
Trustees  
of  
Boston University and the Foundation of the University of Montana. He is currently a member of the Board of  
the  
Department  
of  
Athletics  
at  
Duke  
University.  
Mr.  
Bouchard  
holds  
United  
States  
Patent  
No.  
4,212,168,  
Power  
Producing  
Dry-Type  
Cooling  
Systems,  
and  
has  
authored,  
with  
James  
V.  
Koch,  
the  
book  
The  
Caterpillar  
Way.  
Lessons  
in  
Leadership,  
Growth  
and  
Stockholder



Value,  
Copyright  
2013,  
(McGraw  
Hill,  
November  
2013;

[www.craigbouchard.com](http://www.craigbouchard.com)).

Mr. Bouchard has significant executive experience in a variety of industries, including risk management, strategic planning, raising capital, financial engineering, a distinctive record of business successes and considerable experience in growing his companies both organically and through accretive acquisitions.

A  
New  
Vision  
for  
SGGH

THE NEW SIGNATURE BOARD SLATE

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The New Signature Slate

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Steve Gidumal

A New Vision for SGGH

**THE NEW SIGNATURE BOARD SLATE**

Since 2004, served as the co-founder, President and Portfolio Manager for Virtus Capital, L.P., a firm based in Orlando, Florida that invests in the securities of companies in distressed and restructuring situations, including a variety of real estate and financial institutions. From August 2006 to August 2008, Mr. Gidumal also served as Co-Portfolio Manager of Resurgence Asset Management, a distressed fund based in New York City for which he co-ran

a

portfolio

in

excess

of

\$400

million,

and

played

a

key

role

in

selling

operating

businesses

and

being

the

lead negotiator for a group of investors in the multi-billion Eurotunnel restructuring and in the Smartalk litigation resolution.

Mr. Gidumal served on the Board of the Company from 2011-2012. He has also been a director of Golden Gate Homes, Inc. since 2009, and has been the sole director since 2011. From 2011 to 2012, Mr. Gidumal served as the Chairman of the Board of Directors of RoomStore, Inc., where

he also served on the Audit Committee, the

Compensation Committee and the Corporate Governance Committee. From 2006 to 2008, Mr. Gidumal served as

a

director

for

Sterling

Chemicals,

Inc.,

where

he  
also  
served  
on  
the  
Compensation  
Committee.

Mr.  
Gidumal

also served on the Board of Managers for Mirant Corporate Asset Recovery ( MCAR ) litigation trust from 2006 to 2012, where he was the lead negotiator in the litigation with Southern Energy, where he negotiated a \$202 million cash settlement which was paid to MCAR.

Mr. Gidumal earned a Bachelor of Science degree in Economics from the University of Pennsylvania (Wharton undergraduate program) and a Master of Business Administration from Harvard Business School as a Baker Scholar. Mr. Gidumal is a proposed Concerned Stockholder Nominee in light of Mr. Gidumal s significant experience as an investor, board member and committee member. Further, Mr. Gidumal has considerable expertise in financial statement audits and capital allocation.

\*

\*

The New Signature Slate

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Malcolm F. MacLean IV

Managing

Member

of

Duart

Holdings

LLC.

Mr.

MacLean

is

a

Founder,

Managing

Partner

and

Director

of

Star

Asia

Group, an opportunistic real estate debt and equity investment firm in Tokyo which was he co-founded in 2006.

Mr.

MacLean is also the co-Founder and Chairman of Delta Capital Investments KK, a student housing and share-

house

investment

company

based

in

Tokyo,

which

was

founded

in

2009.

Mr.

MacLean

also

serves

as

a

Partner

at

Taurus

Capital  
Partners  
LLC,  
an  
angel  
and  
venture  
capital  
investor.  
From  
2000  
to  
2009,  
Mr.  
MacLean  
was  
the  
President  
and  
Head  
Trader  
at  
Mercury  
Global  
Real  
Estate  
Advisors  
LLC,  
a  
global  
real  
estate  
investment  
firm.  
From  
1992  
to  
2000,  
Mr.  
MacLean  
was  
a  
senior  
investment  
banker  
in  
Kidder,  
Peabody  
&  
Co. s

and  
PaineWebber  
Inc.'s Real Estate Investment Banking Groups, specializing in originating, structuring and executing of equity,  
debt and mergers and acquisitions transactions consummating transactions in excess of \$15 billion.

Mr.  
MacLean  
earned  
a  
Bachelor  
of  
Arts  
degree  
in  
Economics  
and  
Law  
at  
Trinity  
College  
in  
Hartford,  
Connecticut.

He  
also  
studied  
International  
Economics  
at  
Cambridge  
University  
in  
the  
United  
Kingdom.

Mr.  
MacLean  
has  
over

20 years of experience in the global investment business having structured and consummated over \$20 billion of  
investments. His expertise is in identifying and making deep value and special situations investments and then  
creating additional value for investors.

A New Vision for SGGH

THE NEW SIGNATURE BOARD SLATE

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The New Signature Slate

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Raj Maheshwari

A

New

Vision

for

SGGH

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Managing Director of Charlestown Capital Advisors, LLC, a private merchant banking company specializing in financial advisory/ merchant banking services (including mergers and acquisitions advisory) to public and private market emerging companies. Under Mr. Maheshwari's tenure, Charlestown Capital has been a mergers and acquisitions advisor

to

Esmark,

Inc,

a

steel

company

that

was

sold

to

OAO

Severstal

of

Russia

in

August,

2008

for

\$1.3

billion.

Charlestown Capital continues to be a financial advisor to The Bouchard Group, the founders of Esmark, Inc. and to their successor companies. In 2011, Charlestown Capital led the successful reorganization of Meruelo Maddux Properties (subsequently renamed EVOQ Properties), a commercial real estate company based in Los Angeles under Chapter 11 of the U.S. Bankruptcy Code. Charlestown Capital, under Mr. Maheshwari's leadership, has been a strategic

mergers

and

acquisitions

advisor

to

emerging

companies

in  
a  
variety  
of  
sectors.

In  
particular,  
Charlestown

assisted in Shale-Inland's acquisitions of Main Steel in 2011 and HDSupply IPVF in 2012. Charlestown Capital has also advised Akela Pharmaceuticals, LTS Lohmann, Artevea Digital, among other emerging companies, in their mergers and acquisitions activities.

Prior to founding Charlestown Capital, Mr. Maheshwari was a portfolio manager and managing director at Weiss Peck and Greer Investments (WPG). From 1999 to August, 2005, Mr. Maheshwari was a Portfolio Manager and Managing Director at WPG (and its successor parent company Robeco Investment Management). At WPG, he built and managed a \$500 million (approximately) Risk Arbitrage and Special Situations/Event Driven hedge fund. In addition, at WPG and its parent company, Robeco Investment Management, he was involved in many aspects of investment management, including asset allocation, identifying new investment strategies, and overall investment management strategy. From 1996 to 1999, Mr. Maheshwari was a Vice President of Research at Robert Fleming, Inc., where he helped run a \$250 million (approximately) equity arbitrage portfolio.

Mr. Maheshwari holds a Bachelor of Science degree in Mathematics and Computer Sciences from the State University

of New York at Albany and an MBA from New York University. Mr. Maheshwari has considerable investing experience, as well as expertise in identifying and closing value enhancing strategic transactions and in reviewing financial statements and capital allocation.

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The New Signature Slate

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Clifford D. Nastas

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Chief Executive Officer and a member of the Board of Directors of Material Sciences Corporation ( MSC ), a leading global provider of material based solutions for the automotive, electronics, appliance and construction industries, serving in those capacities since December 1, 2005. Mr. Nastas served as President and Chief Operating Officer

of

MSC

from

June

2005

to

December

2005,

and

as

Executive

Vice

President

and

Chief

Operating

Officer

from

October

2004

through

June

2005.

Prior

to

that

time,

he

held

numerous

executive

positions

with

MSC

from

January 2001 to October 2004. Mr. Nastas served as the Global Automotive Business Director for Honeywell International Inc., a technology and manufacturing provider of aerospace products, control technologies, automotive

products,  
specialty  
chemicals  
and  
advanced  
materials,

from  
1995

until  
he

joined  
MSC

in  
January  
2001.

Mr. Nastas served as an independent member of the Board of Directors of Quixote Corporation and sat on its Audit Committee from 2009 until the company was sold in March 2010.

Mr. Nastas earned a Bachelor of Science degree in Chemical Engineering from Wayne State University and an MBA from Case Western University. Mr. Nastas has significant and successful senior management experience and a wealth of public company board service experience.

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