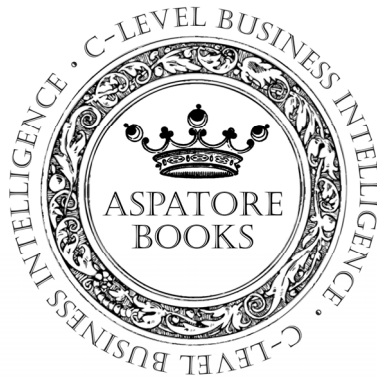


I N S I D E T H E M I N D S

The Business of Toys and Games

*Top Executives on Launching New Products, Developing
a Recognizable Brand, and Competing for Shelf Space*



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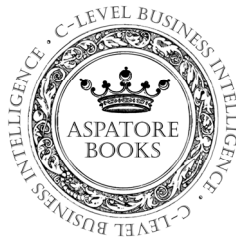
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Kids II: Innovation at Play

Ryan Gunnigle

President and Chief Executive Officer

Kids II



The primary benefit of working within the toys and games industry, particularly the infant product category we focus on, is the happiness we bring to moms and babies. It is extremely rewarding to know your product delivers intangible benefits—joy, laughter, fun.

From a business perspective, running a toys and games company is probably pretty similar to running any other type of company—other than the hyper-speed of product development and innovation. Even the staples of our industry are constantly reinvented to meet consumer needs. Babies are the core user of our products. That makes for a shorter product life cycle because they grow and change so much, so quickly. And look at consumer trends. Today's moms are always looking for better, easier solutions, especially when it comes to their babies. It's the nature of today's society. Not only that, we have a new consumer every nine months. Therefore, flexibility is the key to operating a toy company successfully, alongside maintaining speed and dealing with cost management principles. Many of our brands are sold in the mass channel. Cost management is critical when servicing key retailers such as Tesco, Wal-Mart, Target, and so on. We constantly monitor and manage cost areas such as raw materials, freight, logistics, and so on.

The Goals of the Chief Executive Officer

My goal as chief executive officer (CEO) of Kids II is to continue to spark innovation, support our ongoing growth, and create a culture of collaboration where it is fun to come to work each and every day. Of course we have many processes in place to help us realize our financial and strategic goals, from monthly management meetings to our intranet that allows us to communicate information centrally to all departments in real time. The toy category really requires daily, even hourly, management, as the industry is incredibly fast paced. In order to move faster, we place the information in everyone's hands so they can develop and run their businesses most effectively.

My overarching vision for the company is to:

- Get everyone in our company to think globally.
- Create an environment that attracts the top talent in all areas of the business. We offer world-class benefits and compensation on par with the biggest companies, diverse career opportunities within a

smaller but globally expanding business, not to mention flexible work hours, reward and recognition programs, entrepreneurial culture, casual dress code, flexible health spending, and 401K benefits.

- Use our company-wide communication of metrics and performance in real time as a checks and balances method. With global real-time reporting for the entire company we can constantly track key metrics and performance and quickly adjust our strategy when needed.
- Monitor our three-year plan, which includes agreed upon objectives and strategies, by department. Our strategy evolves, based on marketplace changes.
- Make sure the company is working within our core values and principles—honesty, integrity, and respect.

The three things I do that have the biggest direct financial impact in terms of adding value to my company are:

1. Maintain a fun, positive outlook; I do not believe in finger-pointing. I also give people room to excel and invest in our people.
2. Create a positive environment and vision for the company, based on the business climate in all our divisions. Great staff members support this vision and are responsible for the growth of the organization.
3. Focus on creating great products. I love product and strategic marketing and work hard at it. It's absolutely critical that we know our consumer, create an array of products that meet her unmet needs, and communicate our product benefits to her. All of that has to be right before there can even be a sale. We also need to understand our customers' requirements and the goods that they need.

A Global Marketplace

Maintaining this overarching vision is important, because from a global standpoint our business model has changed rapidly in the last three to four years. Five years ago we identified that we needed to go international because of the dwindling number of U.S. retailers. In order to become less

dependent on those remaining U.S. retailers, we felt it was critical to expand our distribution.

Fortunately, we were able to leverage our U.S. volume and economies to go international and get better pricing for the smaller markets we were moving into—the United Kingdom, other European countries, Mexico, Canada, and Australia. We are much more competitive than some of the smaller competitors in those markets, so this proved to be a big opportunity for us. We also applied our strengths in other areas such as information technology and customer service to help us succeed.

We deal with an increasing number of multinational retailers, such as Wal-Mart, Mothercare, and Toys-R-Us. Fortunately we are able to work with them in a global consistent manner in terms of servicing their business needs, including product development, information technology, consumer services, and so on. These large retailers also want to leverage their U.S. volume to make their smaller markets more competitive; and they want to get the best prices possible. In essence, we help these larger retailers achieve their goals to be much more competitive in their overseas ventures.

A Successful Leadership Plan

Our corporate mission is to develop our brands and team globally and become the leader in baby products through innovation. We are constantly trying to challenge the status quo and do things better.

My vision for Kids II is to deliver innovation by constantly reinventing our staples and basic processes. Our award-winning Around We Go!™ Activity Station is a perfect case study for how static categories can benefit from reinvention. The Bright Starts™ Around We Go!™ revolutionized the “activity saucer” category, featuring an innovative product design that grows with baby. We placed the seat on the outside rather than the inside so babies could cruise around the play table. The seat then comes off to become an activity table for toddlers giving the product a much longer life.

My leadership plan is to collaborate with the best brains in the business. We have an unbelievably strong senior management team including vendor management and process, product development and business development,

sales and marketing, and finance and accounting—and they play an integral role in running the company. I try to focus on my strengths and allow our executive managers to do the same. Developing our people is a top priority. We focus on celebrating wins and avoid finger-pointing on our losses.

In order to create an environment that attracts and retains top talent, I spend a lot of time researching what can be done from a human resources perspective to make our employees' lives better. We offer a very enjoyable office environment that includes Ping-Pong tables and pinball machines that employees use in their spare time. Every month we take a day to play arcade games and air hockey; we recently had an employee talent show as well. Beyond the fun office environment, we've increased benefits tremendously over the past five years. We offer competitive benefits and our employees have a role within a rising, international company with tremendous growth opportunities. Our entrepreneurial spirit allows employees to be involved in all aspects of the business.

We have evolved into a strategic organization that is guided by a strategic three-year plan that has helped all aspects of the business. We are focused on creating better, innovative products, reinventing stale product categories, global development, being number one in every product category, more automated distribution and logistics, and meeting the goals of our mission statement. Thanks to this plan, everybody is marching in the same direction. The most common goals take precedence over the little things that come up every day. Ultimately, our strategic plan helps keep things focused.

At the same time, we work in a marketplace that changes very rapidly; therefore, we need to have a business model that allows for quick response. If we realize that we need to make a change, our team has to be talented, strong and flexible enough to make that change while keeping our overall strategic plan in mind.

Our company's core values and principles include ensuring that we are handling business as ethically and professionally as possible. Everybody wants to work for an organization that always takes the right road; our reputation in the industry is based on those basic principles that were set early on in this organization. Our biggest core values include having integrity and honesty and showing each other respect. We do not have a

corner office mentality; we are all peers and we all bring different strengths to the team.

A Unique Perspective: A “Start-Up” Mindset

One of the secrets of our company’s success is that we retain a “start-up” mindset even though we are a big business. We are open to innovation, reward fresh thinking, and look to keep work fun. This philosophy has paid off in a big way in terms of the partnerships and products we have been able to create. For instance, we have a licensing partnership from The Disney Company to design, manufacture, and market toys for the Baby Einstein™ brand. Some of our newest introductions include the Baby Einstein Musical Motion Activity Jumper and the Color Kaleidoscope. Not what you traditionally picture when you hear “jumper,” the Musical Motion Activity Jumper is an entertainer with a rotating seat and jumper all in one. The Color Kaleidoscope features dancing lights, melodies, and spoken color names in three languages that reward baby’s curiosity through three stages of discovery as baby grows.

We also have a tremendous understanding of operations and logistics and how being successful in these areas can lead to huge strengths over our competitors. Our innovation goals do not just involve product development.

In order to reinvent ourselves over the past few years, we needed to create an “all hands on deck” mentality. Our goal was to create an international business, which has been growing at the rate of 100 percent a year. Since we are new in many of our markets, we have to meet the challenge of training new people and engaging in product testing and design in new countries and cultures. Since requirements vary by country, the greatest challenge is the multiple testing. It is hard to design products toward a common standard when country requirements vary. We must ensure that our products meet worldwide standards as well as market-by-market testing standards. The international side of our organization has what is similar to a ‘90s dot.com mentality, in that we are a very young, high energy organization that would like to reinvent this entire industry, from product design to manufacturing processes and account management.

Generating Revenues and Profits: The Importance of IP

Our financial focus is on building our proprietary brands, retaining and pursuing partnerships with premier brands, and looking internationally for rapid growth.

We seek to add value to our company through:

- A distribution infrastructure that is automated and offers improved forecasting and other efficiencies, including both direct and indirect shipment options ensuring that we are distributing our products in the most efficient, cost-effective manner to our customers, constantly making improvements and not resting on our laurels.
- Protected intellectual property (IP) of our products, brands, and designs on a global basis
- Developing people and constantly improving our product
- Strategic relationships
- Maximizing new technologies such as the Internet

Overall, IP—patents, trademarks, and brands—are some of our company’s greatest assets. The better you develop these assets, the more valuable they become, just like our staff.

We have invested heavily in product development and brands over the last five years. In the past our focus was on low tech products. Our product line included a lot of sewn items such as bedding; obviously, our competition was great and there was not a lot of room for innovation. Today we are focusing heavily on electronics, plastics, and other higher ticket items; we are going into very mature categories and completely redefining them, increasing the need for IP protection.

We now spend a great deal on product and consumer research that includes ethnographic studies, in home testing, focus groups and online studies. We also tap into our Generation Mom network—an extensive product advisory group made up of hundreds of parents from around the world. The group provides product feedback, ideas, advice, and observations from their own playrooms, regarding fun (and not fun) activities for young children—and

parents. These days, when we decide to launch a product it is because we have determined, through research, that it is a product that the consumer wants and needs. Thanks to this research, the effectiveness of our product launches has improved tremendously. We have launched eighty new items this year and less than four are struggling; this is a success ratio we have never had before.

An International Focus

Every year there are more similarities than differences between our U.S. operations and those in the global market because we have done a great job of finding out what those commonalities are and driving our products towards them. Ultimately, a mom's needs in the United States are not that different from the needs of a mom in Australia or the United Kingdom.

We are pushing that international focus in our total product development process, from manufacturing to distribution. We have gone from having six brands to just three brands that we are very focused on internationally. A few years ago we developed 120 to 140 new products a year; now we are down to launching seventy new items that will probably be more successful because we are more focused. The fewer SKUs you have, the easier it is to manage your business in all aspects, from promotion to operational management. This strategy has led to many helpful economies and efficiencies. For example, we created a global supply chain, invested heavily in an international infrastructure, and have cut our inventory substantially.

When we took Kids II international, we were able to go to our strategic partners such as Disney and say, "If you partner with us, you can deal with one company that covers the globe, versus dealing with a small organization that operates in a single country." We can help a company manage its brand in a consistent manner instead of dealing with multi-tiered partnerships. Kids II can provide consistency across the board to our partners. We make it easy for companies like Disney to achieve a consistent look, from product design to marketing. We're like a one-stop-shop because we bring our vendor relationships, retail partners, and distribution channels to the table as well as our internal resources. Our partners know they can entrust their brands with us both nationally and internationally. We bring a focused attitude to our marketing jobs. When we develop a strategic partnership, we

put a cross-functional team on the project. We are able to go to vendors that specialize in certain areas and bring that worldwide distribution strength to them.

We have gone from calling on about 28,000 retail outlets directly to over 75,000; because there is no distributor or middleman, we manage the entire relationship with the retailer. We also control our brand building efforts globally in terms of our strategic partnerships with licensors, design firms, and vendors. Ultimately, leveraging our infrastructure continues to provide growing revenue and business opportunities.

Product Launches and Research and Development

Our business requires constant innovation. We launch new products annually—in this industry, you have to keep your product line fresh. Our team of product development experts works year round to innovate or update products. Only a small percentage of ideas make it through the vetting process and we put all products through extensive third-party testing against all standards for each country. We have a strong track record of success with examples of award-winning products across all categories from toys to play gyms to entertainers and bath items. For instance, the Bright Starts™ Around We Go!™ was one of the top-selling SKUs at Babies R Us for the 2005 holiday season. It's not the category but the toy itself that made it successful. In terms of testing, we conduct testing throughout the development process including concept and design research, prototype review and evaluation, safety testing and analysis in all stages of product development, final product testing, consumer use studies (pre launch). In addition, after a product has launched, we continue with post evaluation studies.

We work on product cycles and have a very detailed, continual eighteen-month development plan. Product lifecycles are relatively short in the toy industry—about one to two years—so we need to stay ahead of the industry and our competitors. We also have a team working specifically on projects that are eighteen months plus. Larger, more complex products and those involving innovations tend to take a little longer in the pipeline. We always stay flexible and try to adjust to the latest market trends because trends in this industry change fast.

Feedback is a vital part of any product launch. We listen to our advisory panel of moms and also get input from some of the most experienced infant product developers in the industry. Also, our retail partners, such as Wal-Mart and Target, are very tapped into the latest insights of their shoppers, and they share those insights with us.

In addition, we conduct a monthly innovation meeting that encourages attendees to bring ideas from across the globe back to our Atlanta headquarters. We then track those ideas from start to finish. Product is not the only topic in these innovation meetings. Operations, logistics, system improvements, and other topics factor into the innovation mix. We cull the best ideas and update our strategic plans regularly.

The Role of the Toy Industry CEO

Sales, Marketing, Product Development

As CEO of a major toy company, the three departments that are most important to me are:

Sales: This is a very difficult department to manage in today's business world. One must be savvy in many areas of business in order to manage our accounts. Old school sales philosophies just do not work a good amount of the time. Sales involve a lot more business management skills. The "sell-in" process is very analytical and we offer a complete service to our retail partners making it more complex. I like to see our teams plan ahead and drive sales within all areas and levels of the business by forecasting, managing in-stocks, monitoring account profitability, margin requirements, and constantly examining the marketplace to identify successful and unsuccessful SKUs so we can quickly adjust to meet the marketplace needs.

Marketing: Marketing successfully involves making sure we are managing with real-time information. Staying on top of the business in terms of retail and product marketing, as well as managing our brands, and being aware of how this process applies to the global market, is a major challenge. Our key marketing managers must have the mentality that they are presidents of their own companies, in terms of what brand they handle. They must own

and drive that company within our agreed upon strategies, or drive consensus for new thinking. Motivation is the key to success.

Product development: Understanding the investment required to gain true innovation is sometimes a challenge; analyzing the return on this investment is a greater challenge. We explore how our Product Development Group can drive innovation through outside relationships. We sometimes get caught up with thinking that we need to do the whole job ourselves, when many times we can move exponentially faster if we use outside relationships with vendors, outside designers, and so on. Delivering product innovation and increasing speed annually is the key to success in this area.

Creating a Winning Team

Talent, passion, and the ability to laugh are qualities I look for when choosing key staff members at Kids II because toy manufacturing is a fun industry. Loyalty to the business and an ownership mentality are also key character traits for our employees. Anyone on our team must bring a skill set that offsets the weaknesses of others in the organization, including my own.

Whenever I conduct meetings I am likely to spend ten minutes talking about matters extraneous to the meeting topic. Sometimes new people think it is a bit weird, but it is a great way for me to get in touch with the people who work for my organization, and it breaks down a lot of barriers that are traditional in other businesses. We have a lot of designers in our organization and the entire environment at our company is structured to fuel the creativity process. I believe when workers feel relaxed, inspired and motivated, it fuels productivity. Some old school people may think some of our people play Ping-Pong too much, but you have to have the mindset that playing Ping-Pong is an outlet for these staff members, and they will be a lot more productive once they get back down to work. A person who is engaged with his or her work has a different, more creative mentality and I think nurturing that mentality is the new wave of today's business environment.

Successful Strategies

The three strategies that have helped make me a successful CEO in this industry include continually developing my key people through growth opportunities, listening well and reacting rapidly, and increasing my intense focus on global strategies. I am leading our international expansion, which represents huge growth opportunities for us. I have created partnerships with some of the premier brands in the business, from Disney to Baby Einstein™ to Boppy®. I have also recruited and retained some of the top talent in this industry.

At the end of the day, with the right people and products, our potential is limitless. Additional strategies include removing the middleman in our international offices to improve speed of response and communication, continuing our heavy investment in IP over the past four years, which is really paying off, and developing an Asian logistics and base;. China is a huge market with long-term potential. Other key markets include Singapore, Hong Kong, Korea, Taiwan, and Japan.

Overcoming Challenges

The challenging aspects of being a CEO in the toys and games industry are probably similar to other industries. We need to recruit and retain top talent, we need to constantly push for innovation, and we need to stay on top of the numbers. In our case, we must also deliver exceptional service to our customers, globally. We stay in touch with our accounts, personally, and in the process, we come to understand the environment and problems unique to each account, communicate their goals and objectives to our organization, and set them up to win.

This is a fast-paced industry; therefore, we have to meet the challenges involved with anticipating the future and setting strategy. Our industry also requires a lot of contingency planning. We always try to understand the faults in our strategy setting and are ready to hear alternative perspectives. If one person thinks something is wrong, 1,000 other people probably think the same way.

Probably the biggest misconception about being a CEO in our industry is that it is all fun and games. Of course, we are running a business too. The most difficult situations I am faced with in my position as CEO are selling and communicating our vision, and constantly evaluating our business model to make sure we continue to stay relevant.

In our industry we deal with multiple opinions and personalities; we have the mindset that we are peers and that everybody's voice is equally important. However, not everyone at every time will buy into the same overall strategy, so it can be a challenge to reach a balance between letting everybody have their say and being the one to make the final decision. Ultimately, the CEO's job is to set the vision for your company and get everyone to buy into it.

Today, our company is twelve times the size of when I first started with the organization. We had one office five years ago; today we have nine. During this period of growth it has been a challenge to maintain our culture and vision as we change and evolve. It has also been a huge challenge to make sure we are communicating that vision to nine different offices. Our Atlanta office is now our corporate headquarters, where we do our planning and strategy setting. Our goal is to do 80 percent of our planning here and let our regional offices manage and execute the rest of the process such as guiding the plan to fit their local retailers' needs, setting their retailers up for success, and overall helping their customers win because then we win.

Evaluating your company's business model is another major challenge; you have to make sure you continue to be relevant to your customers and to your vendor and design communities. You need to understand the business models of your competitors in order to make sure your long-term vision is set up to be successful. If you are not aware of what is going on out in the business environment and are not adaptive, then you become stale. Your executive team must have a mindset that is able to set new goals and learn from its mistakes; it needs to be able to react to everything that is thrown at it and find ways to take advantage of whatever opportunities come its way. It all comes down to assembling a great team of people; it is very rewarding when you get everybody firing at all cylinders and pulling in the same direction.

Almost every organization goes through a period where there are lulls—you are not as relevant, you are facing tough competitive forces, or you are a little stale on IP. When that happens, you have to be able to tough it out and try to reinvent yourself, or adapt to the situation in a very smart way.

Keys to Success: Helpful Advice

I see the key to my long-term success as being able to retain our top talent, as well as my passion for the category and ongoing innovation within it. Part of developing a successful strategy is having the buy-in of your creative team. I want them to help set our strategy and be a part of it. If they develop a strategy, they are much more likely to buy into it. This is all part of the process of developing people and giving them the bandwidth needed to grow professionally.

I always advise my team members to focus, listen, and move fast. I tell them that teamwork is a key ingredient to a company's success; it is important to manage healthy conflict and stay positive. I also tell my team members to continually visualize where the competition is going, and apply this to our strategy on where we plan to go.

A key question I ask in every staff meeting is, "How does this decision apply to our international business?" It gets everyone to think globally. I also tell them to come to meetings with alternatives, not just problems. In theory, we as executives work for our staff; they do not work for us. We must be accountable to the entire organization.

The best piece of advice I have ever received from another CEO is to respect and listen to other opinions, even if they differ from yours. It is good to hear alternative opinions because you can always learn from them, even if you choose not to follow them.

If I were to advise another CEO in this industry, I would tell him or her to develop a long-term vision and pursue it relentlessly. It is important to hire the right people and empower them to get the job done. It is equally important to keep an eye and ear on the industry, because it is competitive and fast-paced—and set up an environment at your company that can keep up with that pace.

Keeping Your Edge

Constant analysis of the competition and predicting what their next moves will be are key to maintaining success in this industry, as well as developing a deep understanding of retail dynamics. Therefore, it is important to keep your edge. I read a lot while traveling in order to keep up to speed on what is going on in the industry. I am always looking for new ideas and when I read an article, I always ask myself how the information it contains applies to Kids II and can help us stay relevant.

I love talking to other CEOs and executives in order to seek information about challenges I am facing. Bouncing ideas off of friends and colleagues in a relaxed atmosphere is a great way to get feedback and serves as a continuous learning process. What you know today quite possibly may not be true tomorrow, so it is important to maintain a constant flow of information.

When you travel to different markets and get in front of the customers you come to understand the problems faced by different retailers in different countries—and you need to consider how you can help retailers solve these problems. If we find something that works in one market, we try to standardize it and suggest it to other markets, because quite possibly those solutions are worldwide. Retailers are often very eager to hear about successful merchandising practices in other markets and how Kids II can serve them and hopefully make them more successful. Therefore, staying connected on the customer front in terms of serving their needs is vital; making our customers successful adds revenue for us.

A Changing Role

The role of toy industry CEO, and the industry itself, have undergone significant changes in the past few years. For instance, there are fewer retailers in the United States and more multinational retailers needing global service. Another big change is the intense pressure to innovate or die. Retailers will bypass your organization if you do not add value.

In the years to come, I anticipate that more flexible distribution systems will service customers, reducing retailer inventories and continuing to maximize

sales. The global business environment and the process of gaining new economies will fundamentally impact operations. Increasingly, operational excellence will drive success or failure.

Golden Rules

My three golden rules of being a CEO in the toys and games industry are to keep focus, keep moving forward, and keep it fun.

If you want to keep your company moving forward, you have to focus on a goal and have a healthy dissatisfaction with the status quo. I am always looking for the next great thing; it is good to celebrate your successes, but you have to keep moving forward or someone else will pass you by. In other words, keep moving or you will become stale. You also have to try to win more than you lose.

At our company, we enjoy going to work. Not every day is a great day, but the majority of our days are. It is a challenge to keep that kind of fun-filled environment ongoing, but if you can, it is very rewarding.

Ryan Gunnigle, Kids II president and chief executive officer, believes innovation in baby products comes from understanding the gap between moms' needs and what's in the marketplace. As a father of two, Mr. Gunnigle knows the trials and tribulations of new mommies and daddies, but more importantly understands the value of enjoying the everyday fun of parenting. Innovating fun for parent and child is his mission at Kids II, which he joined in 1989 as associate product manager.

President since 1998 and named president and chief executive officer in 2005, Mr. Gunnigle introduced the company to global expansion, successful licensing partnerships including Boppy®, Baby Einstein,™ and Winnie the Pooh, and gained a ranking as one of Atlanta's Top 100 Private Companies. A graduate of Emory University, Mr. Gunnigle's newest innovations have been supporting the reintroduction of Bright Starts,™ the company's flagship brand, and the company's European/international launch.

Dedication: *Dedicated to Tom Gunnigle, my father.*



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