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Patrick McGurn provides special counsel to RiskMetrics Group's ISS Governance Services unit. Considered by industry constituents to be one of the leading experts on corporate governance issues, he is active on the nationwide speaking circuit and plays an integral role in policy development.

Prior to joining RiskMetrics Group, McGurn was director of the Corporate Governance Service at the Investor Responsibility Research Center (IRRC), a not-for-profit firm that provides governance research to investors. He also served as a private attorney, a congressional staff member and a department head at the Republican National Committee.

McGurn is frequently cited by business publications such as the *Wall Street Journal* and *BusinessWeek*. He has appeared on *ABC World News Tonight*, *Bloomberg Radio and TV*, *BBC Radio*, *CBS Evening News*, *CNBC*, *CNN*, *Marketplace*, *NBC Nightly News*, *Nightly Business Report*, *National Public Radio*, *Tech TV* and *ABC's This Week*.

McGurn is a graduate of Duke University and the Georgetown University Law Center. He is member of the bar in California, the District of Columbia, Maryland and the U.S. Virgin Islands. He serves on the Advisory Board of the *National Association of Corporate Directors* and was a member of the NACD's 2001 Blue Ribbon Commission on Board Evaluations.



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Steven R. Barth is a partner with Foley. As a member of the Transactional & Securities Practice, Mr. Barth practices in the areas of mergers, acquisitions, leveraged recapitalizations and buyouts; venture capital and private equity fund formation and portfolio company investment; public and private offerings of equity and debt securities; public corporation securities laws and reporting compliance; corporate governance; and assists in the organization, development and financing of startup and development stage corporations. Mr. Barth also has extensive experience in counseling mid-market and closely held firms, including many family businesses. He has helped many mid-sized companies adopt and implement their strategic plans and transition ownership and management to the next family generation, to employees and to strategic or financial buyers. Mr. Barth is also a member of the Food and Health Care Industry Teams, and the Financial Crisis Response Team.

Mr. Barth has represented buyers, sellers, investors, and intermediaries in over 300 business combination transactions aggregating over \$10.0 billion in total consideration. He has worked on deals both domestically and internationally, involving both publicly held and private corporations, over a broad range of industries. Mr. Barth also has represented issuers or underwriters in securities offerings raising over \$6 billion and he currently represents a number of publicly traded companies, including The Marcus Corporation (NYSE: MCS), Orion Energy Systems, Inc. (NASDAQ: OESX), First Business Financial Services, Inc. (NASDAQ: FBIZ), and Bucyrus International, Inc. (NASDAQ: BUCY). Mr. Barth also is one of Robert W. Baird & Co. Inc.'s (regional investment banking firm) primary outside counsels.

Mr. Barth is a frequent speaker on acquisition issues, financing transactions, SEC compliance and corporate governance matters. He serves on the board of directors of the Milwaukee Economic Development Corporation (quasi-public agency which provides funding to developing companies), the Business Law Section of the



Wisconsin State Bar, and several privately held growth companies. He previously served on the board of Fresh Brands, Inc. (NASDAQ: FRSH) (audit committee and corporate governance committee chairman), Mr. Barth is the program chair for Foley's National Directors Institute, an annual symposium for directors, officers, general counsel and boardroom advisors to both public and private companies focusing on corporate governance issues.

Mr. Barth received his J.D., *cum laude*, from the University of Michigan in 1984. He earned his B.S., with highest distinction, in finance from Indiana University in 1981. While at Indiana University, he received the Elvis J. Stahr award as one of the University's top five graduating seniors. In 1997, Mr. Barth was selected by the *Milwaukee Business Journal* as one of Milwaukee's 40 leading professionals under 40 years of age. In 2003, Mr. Barth authored the book, *Corporate Ethics - The Business Code of Conduct for Ethical Employees*. Mr. Barth has been repeatedly named to the list of Wisconsin *Super Lawyers* by *Law & Politics Media, Inc.* for merger and acquisition transactions. In addition, he has been selected by his peers for inclusion in *The Best Lawyers in America*® 2008 and 2009 in the area of mergers & acquisitions and securities law.