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Steven H. Hilfinger is a partner with Foley & Lardner LLP, where he is co-chair of the firm's Automotive Industry Team and a member of the Transactional & Securities Practice. Mr. Hilfinger was a founding partner of the firm's Detroit office in 2000 and served as Detroit office managing partner from 2002 to 2006.

Mr. Hilfinger focuses his practice in corporate and securities law matters, including mergers and acquisitions, corporate restructurings, venture capital transactions, debt and equity finance transactions, business formation and corporate governance, and general corporate and contract counseling.

Mr. Hilfinger's practice includes representation of automotive suppliers, venture capital and other private equity funds, financial institutions, and other publicly and privately held businesses.

Mr. Hilfinger is a member of the Transactional & Securities, Private Equity & Venture Capital and International Practices. His international practice focuses on China matters, and he is active in supporting the automotive industry work out of the firm's Shanghai office. Mr. Hilfinger is a member of the Board of Advisors of the Detroit Chinese Business Association and a member of the China Strategy Council of the Original Equipment Suppliers Association (OESA).

Mr. Hilfinger obtained his B.B.A. degree (concentration in accounting) with high distinction from the University of Michigan in 1984, where he received Phi Beta Kappa honors. Following graduation, he was awarded the William A. Paton Award for achieving the highest score on the Michigan CPA examination. Mr. Hilfinger graduated *magna cum laude* with a J.D. degree from Northwestern University in 1987, where he was selected for the Order of the Coif and served as editor-in-chief of the *Northwestern University Law Review* in 1986-87.

Mr. Hilfinger was recently honored by *Chambers USA* in



2008 as a leading business law attorney in Michigan, and in 2006 - 2008 as a Michigan "Super Lawyer" by *Law & Politics Media, Inc.* for his work in mergers and acquisitions.

Mr. Hilfinger is an active member of the Association for Corporate Growth, Detroit Chapter. He serves on the board of directors and is a member of the programs committee of that organization.

Mr. Hilfinger has lectured as an instructor for the American Counsel of Corporate Attorneys (on corporate and mergers and acquisitions topics), the National Directors Institute (on "The Board's Role in M&A"), and the Wayne State University Commercial Law Clinic, a course that he helped co-found. He has also taught courses for the Michigan Institute of Continuing Legal Education, including "Drafting Asset Purchase Agreements and Related Documents" and "Formation and Initial Operation of Business Enterprises-Financing Issues."

Among his community activities, Mr. Hilfinger serves as chairperson of the Finance Committee of First United Methodist Church in Birmingham. He also has served as a member of the Detroit Regional Chamber of Commerce Board of Advisors, was selected for Leadership Detroit XIX, and was an active member of the Detroit Compact Program at Pelham Middle School in Detroit.

Mr. Hilfinger is admitted to practice law in Michigan and Illinois and is a member of the Detroit Metropolitan Bar Association and the Business Law Sections of the American Bar Association and the State Bar of Michigan.



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Peter C. Underwood is a partner with Foley & Lardner LLP and a member of the Transactional & Securities Practice and the Energy Industry Team.

Mr. Underwood has experience representing both underwriters and issuers in public debt and equity offerings, effecting private placements and working with venture capitalists, investment banks and other financing sources to raise capital for start-up companies. He also has structured and negotiated numerous acquisitions and divestitures for both public and private clients.

Mr. Underwood received his bachelor's degree in international relations (Soviet Area studies) from the University of Wisconsin - Madison in 1992, where he was *Phi Beta Kappa* and named to the Academic All Big Ten football team. He earned his J.D. degree, *cum laude*, from Harvard Law School in 1996.

Mr. Underwood is admitted to practice in the state of Wisconsin.



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Mr. Aspatore specializes in advising both public and private companies on mergers and acquisitions, financings, business valuations, turnarounds, and other advisory services for companies engaged primarily in manufacturing, distribution and service-related industries. Mr. Aspatore represents clients on a worldwide basis.

Prior to co-founding Amherst Partners, Mr. Aspatore served as President of Cross and Trecker Corporation, an \$800 million revenue worldwide factory automation equipment supplier. He has also served in numerous other operating capacities, namely as President and CEO of The Warner and Swasey Company and Vice President and Group Executive of the Bendix Corporation Industrial Tools Group.

Mr. Aspatore has also served as CFO of the Industrial Group of the Bendix Corporation and Vice President - Finance of the Industrial Energy Sector of the TRW Corporation. He has also served as Vice Chairman and President of Onset BIDCO, a Venture Capital and subordinated debt fund.

Mr. Aspatore has had extensive experience negotiating various sales and licensing agreements overseas. These transactions include negotiated agreements with Sintokogio, Toyoda, Murata Machinery and Yaskawa in Japan, Mannesman, Schneeberger and Zeiss in Germany, and Mysore Kirloskar in India. In addition, Mr. Aspatore has had direct operating responsibility for subsidiaries and joint ventures in Japan, Germany, England, Canada and Mexico.

Mr. Aspatore serves on the Board of Directors of Laser Measurement International, Cogsdill Tool Company, the US Board of Ricardo, plc (London: RCDO), Atlas Oil Company, Methode Electronics, Inc. (NYSE: MEI) and Mackinac Financial Corporation (NASDAQ: MFNC). In addition, Mr. Aspatore is the Chairman of the Board of



Directors of MBI International. He is a member of the Society of Manufacturing Engineers (SME), the Society of Automotive Engineers (SAE) and the Association for Corporate Growth (ACG). Mr. Aspatore is a graduate of the University of Wisconsin at Whitewater, and is the recipient of the first Crain's Detroit Business Lifetime Achievement award, granted in 2008 for outstanding work in mergers and acquisitions.



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Will Frame leads the Paper, Plastics and Packaging practice at Deloitte Corporate Finance LLC, and has advised on over \$2 billion of M&A transactions in the sector. Will has worked professionally in the US, Europe and Asia, and specializes in complex cross border transactions. He also leads Deloitte Corporate Finance LLC's cross border team.

Will has been with Deloitte Corporate Finance LLC in the US since October 2000. Prior to that he was an Assistant Director in the corporate finance division of Deloitte & Touche LLP in the United Kingdom, the member firm of Deloitte Touche Tohmatsu in the UK, where he advised on deals in the UK and across mainland Europe.

Experience

- Lead advisor to Four M Investments LLC, in its acquisition of LINPAC Inc., a business unit of UK-based LINPAC Group Limited.
- Lead advisor to Four M Investments LLC, in its acquisition of LINPAC Inc., a business unit of UK-based LINPAC Group Limited.
- Lead advisor to Duni AB in the sale of Duni Americas to Norwest Equity Partners
- Lead advisor to Good Earth Corporation in the sale to Tetley US Holdings
- Lead advisor to IP Net Solutions Inc in the sale to Inovis Inc.
- Lead US adviser to LINPAC Group Ltd in the sale to Montagu Private Equity
- Lead advisor to PULNiX America Inc in the sale to JAI
- Lead advisor to NGK Insulators Inc, in its acquisition of FM Industries



Professional Affiliations

- Chartered Accountant (Institute of Chartered Accountants of Scotland) member.
- Securities Institute, London.
- Founding member, Globalscot

Education & Certifications

- University of Edinburgh: MA (Honours)
- Registered in a Series 7, 24 and 63 capacity with the Financial Industry Regulatory Authority



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Robin Johnson is a corporate finance and commercial partner specialising in M&A, private equity, fundraising and joint venture work.

His clients include SPX Corporation, Parker Hannifin Corporation, Marmon Holdings Inc, Cardinal Health Inc, Rutland Partners LLP, TA Associates Inc, Wal-Mart Europe, Teleflex Inc, Trident Capital and Zeus Capital.

Mergermarket has regularly placed Robin at in its Top Ten in their Rainmaker league for doing the most M&A deals since 2004.

Robin has been voted International Lawyer of the Year by his Regional Chapter of the Law Society England & Wales for the last two years. In December 2008, Eversheds were awarded Law Firm of the Year on three occasions by Financial News Legal Awards, British Legal Awards and British Private Equity Awards.

Robin has authored many articles which have appeared in the Baird Monthly M&A Monitor, International Financial Law Review and The Journal of Private Equity. He recently spoke on an Association of Corporate Counsel webcast on Top 10 Tips for managing compliance risk. He has also recently appeared in the Financial Times, Sunday Times and The Times, as well as Gulf News commenting on issues associated with the world financial crisis.

He is a member of the ABA International Task Force and a leading member of Eversheds' corporate group in North America and took part in a webcast entitled "International Responses to the World Financial Crisis" in December 2008 on behalf of the Section of Business Law Committee.

Robin is a leading member of Eversheds' corporate group in North America and has just been appointed Head of



the Industrial & Technical Products Sector group which incorporates Eversheds offices around Europe.

Robin has a speciality in advising independent directors in relation to their duties on conflicts of interest as well as in relation to going concern statements in audited accounts.