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Robert Earl Allgyer, Jr. is an Executive Director in the Mergers & Acquisitions group in the Investment Banking Department of UBS Investment Bank, and is based in Chicago.

Mr. Allgyer has been involved in a wide variety of strategic and capital raising transactions in the diversified industrials, automotive, consumer/retail, financial institutions and health care sectors. Mr. Allgyer's transaction experience includes corporate acquisitions, mergers, divestitures, hostile and defense-related M&A activity along with high-yield, equity and private placement capital raising for Fortune 500 and middle-market companies.

Mr. Allgyer has worked on various transactions, including advising Prudential Plc on its attempted \$26.5 billion acquisition of American General; advising Iscar, Ltd. on the sale of an 80% stake in Iscar Metalworking Companies (IMC) to Berkshire Hathaway, in a transaction valuing IMC at \$5.0 billion; advising ArvinMeritor on its \$4.4 billion attempted unsolicited takeover of Dana Corporation; advising ADESA, Inc. on its \$3.7 billion sale to a private equity consortium and subsequent merger with IAAI; advising the HJ Heinz Company on the \$2.8 billion spin off and Reverse Morris Trust merger of its North American pet food, tuna, infant feeding and private label soup businesses into Del Monte and the \$1.9 billion bank and high yield offering for Del Monte in connection with the Heinz transaction; the \$2.4 billion financing (including bank debt, convertible preferred stock and common stock offering) for Constellation Brands to fund its acquisition of BRL Hardy; advising Homestake Mining on its \$2.3 billion acquisition by Barrick Gold; advising TTI Industries on its \$713 million acquisition of Atlas Copco's Electric Power Tool Business; advising Norcross Safety Products on its sale to Odyssey Investment Partners for \$495 million; and advising Lincolnshire Management on the sale of Riddell Sports Group, a portfolio company, to Fenway Partners.

Mr. Allgyer joined Warburg Dillon Read (predecessor to UBS Investment Bank) in New York City as an analyst in 2000 upon his graduation from Dartmouth College with a Bachelor of Arts in History and a minor in Economics.

JOHN GIMPERT



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John Gimpert has over 25 years of governance, risk, and compliance experience. He is a national partner in Deloitte & Touche's Enterprise Risk Services Practice and a leader in our firm's Corporate Governance practice. In this role, he is actively involved in shaping the firm's approach for assisting clients with corporate governance matters. He has assisted boards and senior management of public organizations to perform company-wide studies of their governance practices and compliance programs and has provided recommendations and assisted with implementing improvements to their governance programs and approaches. He has also provided governance training to Boards.

John is an active and regular speaker and writer for professional associations and publications.

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Neil has a broad range of corporate experience, having acted on a large number of mergers and acquisitions, private equity and listed company transactions. In recent times Neil has been extensively involved in IPO work, having acted on many domestic and international flotations for a combination of issuers and their financial advisers and brokers. A number of these have been in the bioscience and pharmaceutical sector.

PETER C. UNDERWOOD



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

Mr. Underwood practices primarily in the areas of public and private offerings of equity and debt securities; securities laws and reporting compliance; corporate governance; and mergers and acquisitions, including private equity portfolio company investments. Mr. Underwood has experience representing both underwriters and issuers in public debt and equity offerings, and effecting private placements; and working with venture capitalists, investment banks and other financing sources to raise capital for start-up companies.

Mr. Underwood is also a member of the firm's Financial Crisis Response Team, and one of the organizers of and participants in the firm's annual National Directors Institute, a symposium for directors, officers, general counsel and boardroom advisors to both public and private companies focusing on corporate governance issues. He also served for six years on the firm's National Recruiting Committee, and led the firm's United Way Campaign in 2007 and 2008. Mr. Underwood is also a member of the Associate Board of Directors of the Zoological Society of Milwaukee and a director of the National W-Club.

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. Mr. Underwood studied Russian language and culture at Moscow State University in Moscow, Russia in 1992 before earning his J.D. degree, *cum laude*, from Harvard Law School in 1996.

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