

STEVEN R. BARTH



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Steven R. Barth is a partner with Foley & Lardner LLP. 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.

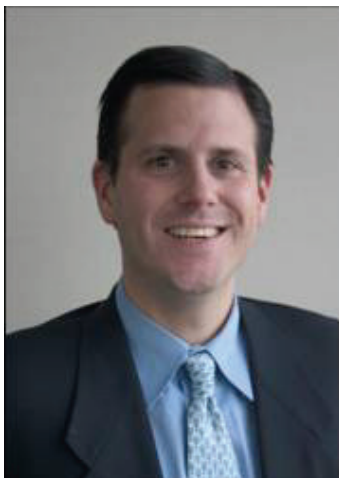
Mr. Barth has represented buyers, sellers, investors, and intermediaries in over 300 business combination transactions aggregating over \$10.0 billion in total consideration. He has worked on deals both domestically and internationally, involving both publicly held and private corporations, over a broad 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), Cummins, Inc. (NYSE: CMI), 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® for merger and acquisition transactions. In addition, he has been selected by his peers for inclusion in The Best Lawyers in America® 2008, 2009 and 2010 in the areas of mergers & acquisitions and securities law.

JUSTIN W. FRIESEN



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Justin Webb Friesen is a Managing Director, Mergers & Acquisitions in the Investment Banking Department of UBS and is based in Chicago. Mr. Friesen has been involved in a wide variety of strategic and capital raising transactions in the diversified industrials, engineering and construction services, consumer / retail and business services sectors. Mr. Friesen's transaction experience includes extensive public company buy-side M&A, hostile M&A defense, corporate acquisitions, private company sales, mergers and divestitures along with high-yield, equity and private placement capital raising for Fortune 500 and middle-market companies. Selected recent transactions which Mr. Friesen oversaw include the leveraged buyout of NuCO2 Inc. by Aurora Capital Group, CB&I's acquisition of Lummus Global from ABB, CH2M HILL's acquisition of VECO, ADESA's leveraged buyout sale to a private equity consortium led by Kelso, Banta's white knight hostile defense and sale to R.R. Donnelley & Sons, JLG Industries' sale to Oshkosh Truck, Pentair Inc.'s acquisition of APW Limited's thermal enclosure assets and The Shaw Group's acquisition of 20% of Westinghouse Electric.

Mr. Friesen serves as a relationship and execution M&A banker for a wide variety of clients and in this capacity, is actively involved with management teams, Boards of Directors and governmental entities in new idea generation, strategic review, acquisition implications and is accountable for transactions for which UBS is engaged as advisor.

Prior to joining UBS in May 2004, Mr. Friesen was a Vice President at Credit Suisse First Boston where he participated in significant M&A assignments including: Cooper Industries' successful defense of Danaher Corporation's hostile raid; S.C. Johnson's acquisition of Bayer AG's global household insecticide business; Pentair's acquisition of Everpure from Veolia Environnement; sale of Collegis, Inc. to Sungard Data Systems and Whitman Corporation's asset realignment with PepsiCo and subsequent acquisition of

PepsiAmericas. Mr. Friesen began his investment banking career in 1994 as an analyst at Dean Witter Reynolds Inc.

Mr. Friesen received his M.B.A. from The Wharton School at the University of Pennsylvania where he graduated with highest honors and was recognized as a Palmer Scholar. He graduated with distinction from the Indiana University School of Business earning a B.S. in Accounting.

Mr. Friesen also serves as a member of the Board of Directors of the Chicago Children's Museum

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Mr. Isgrig advises clients on sales, acquisitions, capital raising, fairness opinions and valuation related matters. He is one of the leaders of Deloitte's General Industrial Corporate Finance team nationally. He has served clients across a broad spectrum of industries including industrial and consumer products, telecom, technology, healthcare and financial services. He has worked extensively with European owned or based clients with their sale activities in the US.

Prior to his MBA and subsequent corporate finance experience, Mr. Isgrig held a variety of financial positions with General Electric, NCR Corporation and IBM.

Mr. Isgrig holds the Chartered Financial Analyst distinction and is a member of the Association of Investment Management and Research. He is registered in a Series 7 and 63 capacity with the National Association of Securities Dealers.

Mr. Isgrig received his MBA: Finance & Marketing from University of Michigan and his BA: Business from Indiana University.

Representative sample of clients served:

- Hirdes Ltd.
- Petermann Ltd.
- Yxlon International
- Advent International
- Knaack Manufacturing
- Champaign Telephone
- PICOM
- Elemetis Plc
- Denby Ltd.
- Edax, Inc.
- Permira
- Evcor Systems
- Cincinnati Bell

EDWIN D. MASON



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Edwin D. Mason is a partner and co-chair of Foley's Chicago office Business Law Department. A member of the Transactional & Securities Practice, he has over 25 years of experience representing clients in complex business transactions.

Mr. Mason's practice is focused primarily in the areas of mergers and acquisitions, corporate governance matters, and general corporate and business law. While experienced in representing clients across a range of industries, principal industries in which he has most recently structured and negotiated transactions include insurance, broker-dealer, technology, and manufacturing.

Mr. Mason is a member of the Chicago Bar Association, the State Bar of Illinois, and the American Bar Association.

Mr. Mason received his J.D., *cum laude*, from the University of Michigan Law School in 1980 and earned his B.S., *summa cum laude*, at the University of Illinois in 1977. He has practiced in Chicago since 1980 and is involved in a number of charitable organizations. He currently serves as board chair of Cabrini Green Legal Aid.

PATRICK G. QUICK



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Patrick G. Quick is a partner with Foley & Lardner LLP and a member of the firm's Transactional & Securities Practice and Sports Industry Team. Mr. Quick practices corporate law, with an emphasis in securities law compliance, acquisitions, and takeover defense. He regularly counsels several public companies concerning compliance requirements and governance matters and has participated in initial and other public offerings for Wisconsin corporations. Mr. Quick also has participated in many complex acquisition transactions representing both buying and selling parties in a variety of industries. He has been actively involved in the representation of clients doing advance takeover preparedness planning and has counseled clients who have received unsolicited takeover proposals or similar overtures.

Mr. Quick was among approximately 100 attorneys nationwide who made The BTI Consulting Group's coveted Client Services All Star Team for 2005 and 2004. This honor is bestowed upon individual attorneys who deliver outstanding client service according to corporate counsel interviewed at Fortune 1000 companies. Mr. Quick is also listed in Chambers USA: America's Leading Lawyers for Business (2005-09). In addition, he has been selected by his peers for inclusion in the current edition of The Best Lawyers in America® in the areas of corporate law, mergers & acquisitions law and securities law. He was also selected for inclusion in the 2007, 2008 and 2009 Wisconsin Super Lawyers® lists for his securities & corporate finance work.

Mr. Quick is a member of the board of advisors of TheCorporateCounsel.net. His professional affiliations include memberships in the Milwaukee Bar Association, State Bar of Wisconsin, and American Bar Association. He served for many years on the board of directors of the Child Abuse Prevention (CAP) Fund and also has been involved in the United Way, the Children's Miracle Network Telethon for Children's Hospital of Wisconsin, and the Marquette University Business Administration Alumni Association.

Mr. Quick graduated, magna cum laude, from the University of Michigan Law School in 1984, where he served as an editor of the Michigan Law Review and was elected to the Order of the Coif. He received his B.S., magna cum laude, from Marquette University, where he studied accounting.

HEIDI L. STEIGER



ADVISORY DIRECTOR

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Ms. Steiger joined Berkshire Capital as an Advisory Director in 2009 and supports the firm's asset management industry practice. She assists Berkshire Capital's transaction execution and business development efforts across the firm's practice areas. Currently, Heidi has her own consultancy, Topridge Associates LLC which focuses on the institutional and ultra high net worth sectors. Topridge's services include strategic assessment, best practices consulting, investment advisory services and family governance.

Prior, Heidi served as Senior Advisor to Lowenhaupt Global Advisors, LLC where she built this third-generation family business into a global wealth management firm. Additionally, Heidi spent eighteen years at Neuberger Berman, where she ran its private client business (accounting for 70% of firm revenue) and was a member of its Executive Management Committee as well as a director of the public company. Her unit's success contributed to Neuberger Berman's successful sale to Lehman Brothers in 2004.

Heidi serves on corporate boards for AvivaUSA, Nuclear Electric Insurance, Ltd., and CIFG. She is also an independent trustee and member of the Audit, Governance, and Compliance Reports and Regulatory Matters Committees for the Eaton Vance Group of mutual funds.

Heidi received her MBA in Finance from Columbia University in 1985, and her BA, summa cum laude, in 1975, from Boston College, where she was elected to Phi Beta Kappa.

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.