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Joshua A. Agen is an associate with Foley & Lardner LLP. He is a member of the Transactional & Securities, Commercial Transactions & Business Counseling, and Employee Benefits & Executive Compensation Practices.

Mr. Agen focuses his practice on assisting public and private companies in the areas of corporate transactions, securities law compliance and executive compensation.

Mr. Agen earned his law degree (J.D., *magna cum laude*, 2004) from the University of Michigan Law School, where he served as an editor of the *Michigan Law Review* and was elected to the Order of the Coif. After law school, Mr. Agen served as a law clerk for the Hon. Steven M. Colloton, United States Court of Appeals for the Eighth Circuit. Mr. Agen received his bachelor's degree, with distinction, from the University of Wisconsin-Madison in 2000.

Mr. Agen is admitted to practice in Wisconsin and New York.

RICHARD H. GRUBAUGH



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Rick Grubaugh is a Senior Vice President of D.F. King & Co., Inc. and co-director of the Strategic Analysis and Proxy Division. Rick primarily advises corporations and shareholders involved in complex transactions specializing in corporate control situations such as proxy contests, mergers and hostile tender offers.

Rick formulates and recommends shareholder communications strategies for public companies in crisis situations. Prior speaking engagements include various programs sponsored by the Practising Law Institute, programs sponsored by the Society of Corporate Secretaries and Governance Professionals and Georgetown University's program on corporate governance issues.

Prior to joining King, Rick was a principle of MalCon Proxy Advisors, Inc. specializing in advising companies and activist shareholders in corporate control situations. Prior to forming MalCon, Rick was Managing Director of the Strategic Consulting Division of Beacon Hill Partners, Inc. and was primarily responsible for providing consulting services to clients involved in proxy contests and hostile tender offers.

Rick began his proxy solicitation career at the Carter Organization, Inc., joining that firm in 1986. Rick graduated from Virginia Wesleyan College in 1986.

CAROLYN T. LONG



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Carrie Long is a partner with Foley & Lardner LLP. As a member of the firm's Transactional & Securities and Private Equity & Venture Capital Practices, Ms. Long practices in the areas of mergers, acquisitions, leveraged recapitalizations and buyouts; 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. Ms. Long has represented issuers or underwriters in securities offerings over a broad range of industries raising over \$2.0 billion. She has also represented buyers and sellers in domestic and international corporate acquisitions and dispositions. Ms. Long currently acts as outside general counsel to five publicly-traded companies with respect to corporate governance and SEC compliance matters.

Representative transactions:

- Represented a property and casualty insurance company in \$100 million acquisition by a special purpose acquisition corporation
- Represented a nationally based REIT that owns, operates, and develops grocery-anchored retail shopping centers in \$150 million note offering led by JP Morgan and Wachovia Securities
- Represented a leading global supplier of automotive systems, in a \$450 million note offering and \$250 million cash tender offer led by JP Morgan and Citigroup
- Represented a group of Medicaid and Medicare HMO's, in sale to a private equity firm valued at approximately \$200 million

Prior to joining Foley, Ms. Long was a partner with Holland & Knight in the firm's Tampa office. She also served as an assistant general counsel for UniSite, Inc., a telecommunications company. There, she acted as lead counsel on a number of corporate finance transactions, including the sale of a venture-backed telecommunications company to a multinational publicly-traded company for \$215 million.

Ms. Long earned her J.D., with honors, from the University of Florida College of Law in 1994. She graduated, *cum laude*, with a bachelor's degree in accounting in 1991 and is a certified public accountant.

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Ms. Long was recently selected by her peers for inclusion in *The Best Lawyers in America*® in the field of mergers & acquisitions law.

Ms. Long is admitted to practice in California and Florida.

JOHN K. WILSON



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John K. Wilson is a partner with Foley & Lardner LLP and is a member of the firm's Transactional & Securities Practice and Energy Industry Team.

Mr. Wilson is a corporate lawyer whose practice focuses on mergers and acquisitions, corporate financings, and securities law matters. He represents Fortune 500, middle-market and emerging public and private companies in a variety of industries, as well as investment banks and venture capital and private equity funds, on their transactional and corporate matters.

Mr. Wilson advises buyers and sellers, both domestically and internationally, in public and private mergers, acquisitions, dispositions, spin-offs, leveraged buyouts, recapitalizations, joint ventures and other strategic alliances. Mr. Wilson also represents issuers and investment banks in public and private equity and debt securities offerings and has completed over 50 public offerings raising over \$15 billion for corporate clients. He regularly counsels management, boards of directors and board committees of a number of public companies regarding federal securities law compliance, disclosure and reporting, corporate governance and takeover defense matters. Mr. Wilson also has experience with venture capital and private equity fund formation and portfolio company investments, as well as hedge fund matters.

Mr. Wilson is a frequent speaker on corporate governance, securities law disclosure and mergers and acquisitions matters. He is a member of the Milwaukee Bar Association, the State Bar of Wisconsin and the American Bar Association.

Mr. Wilson has been Peer Review Rated as BV® Distinguished™, a mark of excellence in Martindale-Hubbell's peer review rating system. In 2010 and 2011, Mr. Wilson was recognized by *Chambers USA: America's Leading Lawyers for Business* in the area of corporate/M&A. He was also selected for inclusion in the 2006, 2007 and 2010 lists of *Wisconsin Super Lawyers – Rising Stars®*.

- Mr. Wilson received his J.D., *magna cum laude*, from Georgetown University Law Center, where he was elected to the Order of the Coif. He received his B.A., *magna cum laude*, from Marquette

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University, where he was elected to membership
in Phi Beta Kappa.