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DELIVERING UNPARALLELED VALUE FOR EVERY FINANCIAL NEED

B. Riley Financial, Inc. ("B. Riley") provides collaborative solutions tailored to fit the capital raising and business advisory needs of its clients and partners. B. Riley operates through several subsidiaries that offer a diverse range of complementary end-to-end capabilities spanning investment banking and institutional brokerage, private wealth and investment management, financial consulting, corporate restructuring, operations management, risk and compliance, due diligence, forensic accounting, litigation support, appraisal and valuation, auction and liquidation services. B. Riley is headquartered in Los Angeles with offices across the U.S. as well as an international presence.

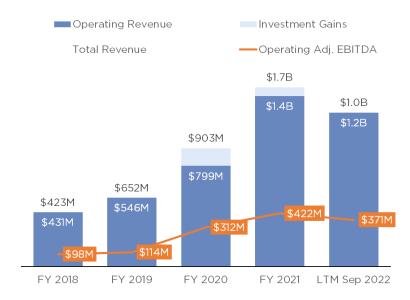
B. RILEY CAPABILITIES:

- Advisory Services
- Investment Banking & Capital Markets
- Principal Investments
- Real Estate Solutions
- Retail Solutions
- Venture Capital
- Wealth Management

OVERVIEW

- Founded in 1997 and headquartered in Los Angeles, CA
- Long-standing executive management and leadership team
- Strong investment acumen
- Steady businesses provide recurring cash flow while episodic, higher margin businesses offer upside
- Over 20 years of continued growth

ANNUAL REVENUES



B. RILEY ADVISORY SERVICES OVERVIEW

B. Riley Advisory Services provides specialty financial advisory services and solutions to complex business problems and boardlevel agenda items. Our advisory platform is comprised of an unprecedented assemblage of capabilities and an experienced team with the deep industry knowledge and specialization to serve as a trusted partner at any stage of a company's business life cycle.

SOLUTIONS

Restructuring & Turnaround Management

- Chapter 11 & 7 Trustee
- Chief Restructuring Officer
- Fiduciary Services
- Financial Advisor to Creditors Committees
- Financial Advisor to Debtors
- Financial & Operational Restructuring
- Lender Representation
- Liquidating Agent/Plan Administrator
- Out-of-Court Debt Restructurings
- Receiverships/Assignment for the Benefit of Creditors
- Turnaround & Interim Management

Forensic Accounting & Litigation Support

- Bankruptcy Litigation & Avoidance Actions
- Complex Commercial Litigation
- **Contract Disputes**
- Data Analytics
- **Expert Witness Testimony**
- Forensic Technology Services
- Franchise Disputes
- Fraud & Forensic Investigations
- **IP** Litigation
- Lost Profits & Financial Damages

Appraisal & Valuation Services

- **Business Securities**
- Fixed Asset Advisory Services
- Intangible Assets
- Inventory
- Machinery & Equipment
- Real Estate
- Tax

Operations Management Services

- Operational Due Diligence for Acquisitions
- Organizational Development
- Operational Turnaround & Interim Management
- Supply Chain Development & Consolidation
- Manufacturing Efficiency, Improvement, & Cost Reduction Implementation
- **Product Launches**

Compliance, Risk & Resilience

- Cybersecurity Compliance and Risk Management
- Cybersecurity Maturity Model Certification (CMMC) & Defense Federal Acquisition Regulation Supplement (DFARS)
- Enterprise Risk Management (ERM)
- Operational Continuity & Resilience

Transaction Support

- Due Diligence
- Quality of Earnings and Cash Flow
- Fairness Opinions
- Solvency Opinions
- Purchase Price Allocations

RECENTLY RECOGNIZED

Global M&A Network's Turnaround Atlas Awards

The Turnaround Atlas Awards exclusively honor excellence from the restructuring, distressed investing, insolvency, special situations M&A transactions, and turnaround communities.

- Energy Restructuring of the Year Limetree Bay Refining (2022)
- Healthcare Restructuring of the Year Buckingham Senior Living Community (2022)
- Cross-Border Special Situation M&A Deal of the Year (Mid-Market) Gold's Gym (2021)
- e-Commerce M&A Deal of the Year RTW Retailwinds (2021)
- Complex Liquidation of the Year Rochester Drug Cooperative (2021)
- Corporate Turnaround of the Year [Mid-Market] Carbo Ceramics [2021]
- Corporate Turnaround of the Year (Small Mid-Market) Rubio's Restaurants (2021)
- Special Situation M&A Deal of the Year (Large) JC Penney (2021)
- Middle Market Turnaround Consulting Firm of the Year (2020)

The Daily Report — "Best of 2022" Issue

The Daily Report's annual "Best Of" edition showcases businesses providing excellence for today's legal market. Winners are voted by licensed attorneys and firm administrators in metro Atlanta. In addition to being named to the top of the following categories, 2022 marks the firm's seventh consecutive year ranking in the "Best Of" edition, earning B. Riley (previously GlassRatner) its prestigious Hall of Fame recognition.

- Litigation Valuation (RANKED #1)
- Overall Expert Witness (RANKED #2)
- Forensic Accounting Firm (RANKED #2)
- Individual Expert Witness Economic: Michael Issa (RANKED #2)

The M&A Advisor's 16th Annual Turnaround Awards

M&A Advisor's Annual Turnaround Awards represents a benchmark for restructuring excellence and recognizes the leading distressed merger and acquisition transactions, restructuring, refinancing, firms and professionals.

Distressed M&A Deal of the Year [Between \$25MM and \$50MM]: Receivership of The Momentum Auto Group [2022]

The National Law Journal — "Best of 2018" Issue

The National Law Journal's annual "Best Of" edition recognizes the country's best providers of services and goods to the legal profession. Nearly 7,500 readers cast their votes to determine the winners.

- Forensic Accounting Provider (RANKED #1) Litigation
- Valuation Provider (RANKED #1) End to End Litigation
- Consulting (RANKED #2) Expert Witness Provider
- Litigation Dispute Advisory Services Consultant (RANKED #2)

Corporate Counsel Magazine — "Best of 2018" Issue

Corporate Counsel Magazine's annual "Best Of" edition recognizes the vendors that lawyers and firm administrators turn to first to keep their lives on track, inside and outside of the office.

- Forensic Accounting Provider (RANKED #1)
- Litigation Valuation Provider (RANKED #1)
- End to End Litigation Consulting Firm (RANKED #1)
- Expert Witness Provider (RANKED #1)
- Litigation Dispute Advisory Services Consultant (RANKED #2)



CORPORATE COUNSEL

BEST OF 2022

LITIGATION

INDUSTRIES

B. Riley Advisory Services has been involved in matters spanning every type of business and industry, including:

- Aerospace
- Automotive
- **Building Products & Construction**
- Chemicals & Plastics
- Consumer Products
- Energy & Oilfield Services
- Financial Institutions
- Food, Beverage & Agribusiness
- Healthcare & Biotechnology
- Heavy Mobile Equipment
- Government Services
- Hotels & Resorts
- International
- Logistics & Wholesale
- Manufacturing & Fabrication
- Media
- Metals& Mining
- Real Estate
- Retail & Restaurants
- Telecom & Technology
- Textiles
- Transportation
- Wine & Spirits































INTERNATIONAL REACH



B. Riley Advisory Services is a founding member of BTG Global Advisory (BTG GA), which is one of the world's largest, specialist independent financial advisory alliances.

BTG GA covers all continents, as well as multiple offshore centres, and is a trusted advisor to many leading banks, law firms, private equity and other funds, bankruptcy debtors and creditor committees, operating companies, and other parties affected by distress.

BTG GA is multidisciplinary, offering a broad range of professional services necessary to provide solutions to business problems. Its members include restructuring advisors and insolvency specialists; turnaround directors, workout and profit improvement consultants; forensics investigators and other litigation support professionals; and investment banking/M&A transaction advisors, amongst other specialists.

Our members are leading players in their markets and have an international outlook, which reflects the increasingly global nature of business.

CORE MEMBERS

Our specialists work seamlessly to provide clients with true multidisciplinary advice across multiple geographies. The expertise of our alliance members, combined with their detailed knowledge of local legislation, business practices and cultures provides our clients with access to relevant advice tailored to local market conditions.

Our core members who manage key assignments include:

- B. Riley Financial United States, Mexico
- Begbies Traynor Group UK, Ireland
- Farber Financial Group Canada
- Integrated Capital Services Limited India
- Matuson & Associates South Africa
- PLUTA Rechtsanwalts GmbH Germany, Italy, Poland, Spain
- Rodgers Reidy Australia, Hong Kong, Malaysia, Singapore, New Zealand
- Zalis SAS France
- ftt partners Russia
- TCP Latam Brazil



WHY WORK WITH BTG GA?

- Genuine partner led advice
- A focus on Insolvency & Restructuring advisory
- In-depth sector knowledge
- Global coverage combined with local knowledge
- Trusted and approved by the World's leading financial institutions and law firms
- Many of our alliance firms are market leaders within their regions

FORENSIC ACCOUNTING AT A GLANCE

Forensic Accounting & Litigation Support is a core practice area. Many of our senior professionals have held leadership positions at national and international firms, where their practices were dedicated to forensic accounting & litigation support. The firm has many experienced testifiers who are familiar with the rigor that is required to withstand tough cross examination. Since our inception we have built up a tremendous track record of tough cases, working with world class counsel and corporations. We are often called on to assist government agencies such as the SEC, the DOJ and various state and municipal governments in civil and regulatory investigative matters. There is no case type or matter in the Forensic Accounting & Litigation Support area that we have not been involved with, including IP damages, earnout disputes and internal investigations. Our experienced team is a trusted resource to some of the country's largest and most successful law firms. The legal community has ranked us "Best Forensic Accounting Provider", "Best Expert Witness Provider", and "Best End to End Litigation Consulting Firm" for multiple years in The National Law Journal, Corporate Counsel, and The Daily Report.

OUR SERVICES INCLUDE

- Fraud & Internal Investigations (pg.8)
- Damages & Expert Witness Services [pq.9]
- Valuation Disputes (pq.10)

REPRESENTATIVE LAW FIRM CLIENTS:

Akerman LLP | Alston & Bird LLP | Baker, Donelson, Bearman, Caldwell & Berkowitz, PC | Balch & Bingham LLP | Barnes & Thornburg LLP | Bast Amron, LLP | Berger Singerman, LLP | Bilzin Sumberg | Bondurant Mixson & Elmore LLP | Bradley Arant Boult Cummings LLP | Brown Rudnick LLP | Bryan Cave Leighton Paisner LLP | Buchalter | Carlson Lynch LLP | Carlton Fields Jorden Burt, P. A. | Cimo Mazer Mark PLLC | Cohen Milstein Sellers & Toll PLLC | Cole Schotz PC | Dentons | DiCello Levitt & Casey | DLA Piper | Doffermyer, Shields, Canfield & Knowles, LLC | Fennemore Craiq, P.C. | Foley & Lardner LLP | Fox Rothschild LLP | Furr & Cohen, P.A. | Genovese Joblove & Battista, PA | Gibson, Dunn & Crutcher LLP | GrayRobinson, PA | Greenberg Traurig, LLP | Greenspoon Marder LLP | Holland & Knight LLP | Husch Blackwell LLP | Jackson Walker | Jeffer, Mangels, Butler & Mitchell LLP | Jones Day | K&L Gates LLP | Kilpatrick Townsend & Stockton LLP | King & Spalding LLP | Klehr Harrison Harvey Branzburg LLP | Latham & Watkins LLP | Levene Neale Bender Yoo & Brill, LLP | Lewis Brisbois Bisgaard & Smith LLP | Locke Lord LLP | McDermott Will & Emory LLP | McGuireWoods LLP | Meland Budwick, PA | Miller & Martin PLLC | Morgan & Morgan, PA | Morris, Manning & Martin LLP | Nelson Mullins Riley & Scarborough LLP | Quarles & Brady LLP | Quinn Emanuel Urquhart & Sullivan, LLP | Pachulski Stang Ziehl & Jones | Parker Hudson Rainer & Dobbs LLP | Polsinelli LLP Reid Collins & Tsai LLP | Robbins Geller Rudman & Dowd LLP | Robbins Ross Alloy Belinfante Littlefield LLC | Robins Kaplan LLP | Sequor Law | Sheppard, Mullin, Richter & Hampton LLP | Shraiberg Landau & Page, P.A. | Shulman Hodges & Bastian LLP | Shutts & Bowen LLP | Smith, Gambrell, & Russell, LLP | Snell & Wilmer L.L.P. | Spencer Fane LLP | Squire Patton Boggs | Steptoe & Johnson LLP | Stinson LLP | Sulmeyer Kupetz | Taylor English Duma LLP | Troutman Pepper LLP

FORENSIC ACCOUNTING & LITIGATION SUPPORT SERVICES



FRAUD & INTERNAL INVESTIGATIONS

Our experience and professional skills, together with an investigative mindset, contribute to our ongoing success in performing fraud and internal investigations.

WE HAVE BEEN RETAINED ON A WIDE RANGE OF MATTERS:

We have been retained by clients ranging from government agencies, Boards of SEC registrant corporations and the Investigations/ White Collar Defense practice groups of major U.S. law firms to investigate allegations and concerns relating to various issues including:

- Bank fraud
- Bust-outs and bankruptcy frauds
- Defense contractor violations
- Diversion of corporate opportunity
- Due diligence investigations
- Embezzlement, kickbacks, internal theft
- Failed financial institutions
- FCPA and Anti-Kickback investigations
- Financial statement/management fraud
- Fraudulent transfers

- Healthcare fraud & abuse
- Inventory shrinkage
- Investment or securities fraud
- Money laundering and funds tracing
- Pyramid and Ponzi investment schemes
- Real estate/mortgage fraud
- SEC regulatory investigations
- Transaction fraud
- Undisclosed related party transactions

Financial fraud cases are complex by nature because perpetrators of a fraud generally take steps to obscure and hide their activities. "Cooking the books" is nothing new - and some financial chefs are quite skilled and creative.

Our technical knowledge and our understanding of business operations enhance our ability to investigate, summarize and report on investigative issues so that the client can have full knowledge to support their reaction strategy.



ANTI-FRAUD AND ANTI-CORRUPTION COMPLIANCE CONSULTING

Our experience investigating and reacting to fraud and internal investigations has created demand by our clients for pro-active and compliance assistance. Our team has extensive experience advising organizations on addressing risks associated with anti-fraud and anti-corruption efforts. We can assist in the design and implementation of anti-fraud programs and controls, proactive compliance reviews and Fraud Risk Assessments.

FRAUD RISK ASSESSMENTS

The Fraud Risk Assessment (FRA) is an essential tool for companies and anti-fraud professionals in identifying and addressing the vulnerabilities to fraud, waste and abuse. For public companies, a robust FRA process is a required element of their anti-fraud programs and controls. The FRA assists organizations in identifying fraud risks and developing a response. We will be able to assist clients to accomplish the following:

- Identify the potential fraud risks and areas of concern regarding fraud, waste and abuse.
- Evaluate key employees and departments that are at the highest risk for the occurrence of fraud and identify preventative methodologies to reduce the risk of fraud and loss of assets.
- Identify and calibrate existing preventive and detective controls to the relevant fraud risks
- Evaluate effectiveness and efficiency of identified controls
- Review compliance and anti-fraud policies
- Evaluate mechanisms for communicating and responding to control failures and changes



DAMAGES & EXPERT WITNESS SERVICES

Representing Plaintiffs & Defendants in large and complex business disputes involving allegations of damages

We are a leading provider of litigation support and forensic accounting services to law firms, corporations, financial institutions, government agencies and individuals in a wide variety of complex commercial litigation and regulatory matters.

We have quantified damages in the form of lost profits, extra expenses, diminution of value, unjust enrichment, reasonable royalty and other damage measures for a variety of disputed matters.

WE HAVE QUANTIFIED DAMAGES FOR A VARIETY OF DISPUTED MATTERS INCLUDING:

- Audit negligence
- Breach of contract
- Business interruption
- Class actions
- Construction disputes
- Contract termination
- Data breach litigation
- Earnout disputes

- Failed acquisitions
- Healthcare fraud
- Healthcare negligence
- Joint venture disputes
- Labor & employment
- Shareholder disputes
- Unfair trade practices

We have substantial experience in complex Intellectual Property disputes and have top level damage and economic experts who testify in a variety of cases including patent, copyright, trademark and trade secrets litigation.

Our approach is based on thorough economic and financial analyses combined with our practical experience preparing comprehensive damages analysis. We have established a reputation for communicating complex damages analysis in a manner that is easily understood, concise and representative of the events.

Our team has represented both plaintiffs and defendants in the role as Consulting Experts and/or Testifying Experts. We develop sound and defensible opinions based on a comprehensive analysis of the investigative and economic issues.

We have dozens of qualified expert witnesses with years of experience testifying in depositions and at trials in state and federal courts as well as arbitration. Our experience combined with our professional qualifications make us highly qualified to testify as an expert witness on various areas of expertise including damages, valuations, ability to pay, accounting, and finance, among others. The ability to communicate detailed, high-level information to a jury and other trier of fact is critical to a successful outcome. Our experts possess excellent communication and courtroom skills and are well-prepared to serve as independent, credible and persuasive expert witnesses.

DATA ANALYTICS & BIG DATA

Organizations routinely generate, capture and store tremendous volumes of data. While this information is focused on supporting the organization's various business objectives and operating functions, it is typically not designed to support analyses related to litigation.

We advise clients in identification and use of data generated and collected by the organization as well as applying data analysis techniques to develop useful information. We are skilled at developing databases that allow us to perform effective data analysis and reporting. We have built a tremendous team of Big Data analysts and have been very effective in assisting clients extract data for litigation purposes assignments. For example:

- In one of our IP matters related to unfair trade practices, we extracted data from our client's systems to build a database containing millions of unique records allowing us to analyze the price, cost and margins associated with millions of advertisements sold. The data was used to defend significant unfair trade practices allegations.
- Our client was subject to state-level False Claims act investigations by multiple states for services provided to the
 public, state agencies and law enforcement agencies, including one state where litigation was filed. We assisted
 counsel in gaining an understanding of the operations of the client's multiple primary and legacy systems through
 data extraction, summarization and testing, and, as is common, found the systems had operational characteristics
 that differed from what was understood. Having identified data with potential liability, we performed sophisticated
 processing to replicate some of the client's systems and summarized multiple other client systems, over differing
 time periods and using various exposure theories to calculate amounts for counsel and client to use in settlement
 negotiations.
- We have been involved in many class action cases in the credit card industry related to merchant billing representing both Plaintiffs and Defendants. In these cases we have successfully created databases containing millions of merchant records allowing us to analyze merchant fees billed and other charges. We have used sophisticated database techniques to identify changes in billing practices and compared billing practices to underlying merchant contracts.

CONSTRUCTION DISPUTES

Few undertakings are more prone to misunderstandings than construction. In fact, there are so many challenges to completing a construction project successfully in today's economy that disagreements are inevitable. How a project is structured and the way that these types of issues are handled during construction will determine whether lengthy and costly disputes will develop. Our experienced team of forensic accountants with deep construction audit and construction litigation experience stand ready to assist. Our construction litigation practice offers expert assistance and testimony in various phases of the construction life cycle, as well as all phases of litigation including:

- Budget analysis
- Construction audits
- Contract disputes
- Cost analysis

- Cost allocation disputes
- Damage analysis
- Periodic progress analysis



VALUATION DISPUTES

Experienced team of valuation professionals who have testified in court across an array of industries

We perform business valuations and solvency opinions in complex commercial litigation matters when value is disputed. Our valuation professionals apply sophisticated and critical analysis to the relevant internal and external factors driving value that is unique to each assignment.

WE PROVIDE EXPERT WITNESS OR FINANCIAL ADVISORY SERVICES IN A VARIETY OF VALUATION DISPUTES, SUCH AS:

- Contract disputes and commercial litigation
- Earnout disputes
- Fraudulent conveyance litigation in bankruptcy
- Minority shareholder oppression matters
- Post-transaction disputes
- · Shareholder and partnership disputes
- Solvency litigation in bankruptcy

Our valuation professionals have testified as expert witnesses in court, arbitration or regulatory proceedings that have spanned a wide range of industries and situations.

REPRESENTATIVE MATTERS



International Assignments

- Retained as forensic accountant and financial advisor to
 the primary financial regulator of a Caribbean country. Our
 team was engaged to investigate the current and historic
 financial affairs and operations of the nation's largest
 privately owned conglomerate with assets exceeding
 US\$15 billion, which had several component financial
 institutions placed under regulatory supervision; to gather
 information for the pursuit of criminal and civil actions;
 and to informally advise regarding restructuring of the
 financial institutions and the now government-controlled
 conglomerate.
- Retained as forensic accountant and financial advisor to a
 Caribbean country directly and through a government owned corporation in two separate public corruption
 investigations regarding mismanaged construction of an
 airport terminal building and mismanagement and pre election excessive spending by a supposedly non partisan government-owned economic development
 corporation. Our analysis and results were relied upon by
 senior government officials.
- Retained as forensic accountant to a Latin American
 Fortune 50 company to investigate a series of
 questionable acquisitions and other transactions
 executed by former management, and uncover concealed
 offshore payments and other questionable transactions.
- Retained on a regular basis in the Caribbean, Latin
 America and South America to assist insurance companies and insureds relating to various insurance claims.
- Appointed as Receiver in off-shore jurisdictions.



Ponzi Schemes

- Retained as forensic accountant to the Receiver in an SEC "prime bank note"/Ponzi scheme matter. We performed various financial analysis including the calculation of defrauded investors' losses and funds tracing, and also administered the monetary affairs of the Receivership.
- Retained as forensic accountant and expert witness for the Chapter 7 Bankruptcy Trustee in proceedings to recover fraudulent income paid to "early withdrawer" investors from a real estate "bridge loan" Ponzi scheme.



Internal Investigations/ Accounting Irregularities

- Performed an internal investigation on behalf of a multibillion dollar public company concerning the accounting treatment of various revenue recognition practices specifically regarding the knowledge and actions of selected members of management related to the accounting function. There were parallel regulatory investigations during our investigation on behalf of the Board.
- Performed an internal investigation of alleged accounting irregularities regarding inappropriate deferral of expenses at a major foreign subsidiary of a "household name" manufacturer and distributor of consumer products.

REPRESENTATIVE MATTERS

 Numerous internal investigations for private equity owners related to financial reporting issues at their non-public company portfolio companies. Two recent examples include:

Where auditors "dropped their pencils" due to the CFO's and CEO's fraudulent actions including concealing contract cancellations, unauthorized loans, and falsification of collateral documents. Our investigation led to the dismissal of both, a successful completion of the audit, and a forbearance agreement with the lender;

Where financial management misstated financial results in order to obtain desperately needed financing. Our investigation confirmed misstatements that led to dismissal of financial executives.



Financial Services

- Appointed Special Master and forensic accountant related to a dispute concerning the diversion of millions of dollars of receivables from a major transportation company by its collection agency. We identified and quantified the amount of fraudulent diversion of funds and the Court accepted our findings in full.
- Retained as expert witness for a factoring firm dealing in trucking receivables to calculate lost profits and other damages where a rival firm was created by a disgruntled employee prior to his departure, stealing technology, employees and relationships.



Health Care

- Retained as damages and valuation expert and testified as to losses suffered by the shareholders of a \$100 million sub-acute care company based on fraudulent financial statements of the buyer.
- Retained as forensic accountant and expert witness on behalf of insurance companies investigating tens of millions of dollars in healthcare billing fraud perpetrated by physician groups, medical practices and other providers.
- Retained to provide valuation services and forensic accounting services related to countless disputes between partners in medical practices, healthcare joint venture partners and medical practices and their billing and collection companies. In each of these cases, we combined detailed knowledge of the healthcare industry and its countless issues with sound analysis and investigative work to reach sound and reasoned opinions.



Telecommunications

 Consulted with a telecommunications company to provide forensic cost analysis and documentation in order to bring the entity's support processes for surcharge billing in line with industry best practices. Significant incremental billable amounts were identified in addition to recommended process changes.

SENIOR FORENSIC TEAM LEADERS



lan Ratner iratner@brileyfin.com (470) 346-6830



Paul Dopp pdopp@brileyfin.com (470) 346-6846



Sam Hewitt shewitt@brileyfin.com [470]346-6848

SENIOR MANAGING DIRECTORS

Alan Barbee abarbee@brileyfin.com (561) 657-4891

J. Michael Issa missa@brileyfin.com (949) 407-6620

Antonio Pereira apereira@brileyfin.com (305) 420-5194

Michael Spindler mspindler@brileyfin.com (213) 409-6230 Carol Fox cfox@brileyfin.com (954) 859-5075

Eric Lange elange@brileyfin.com (470) 346-6823

Richard Peil rpeil@brileyfin.com (602) 567-2541

Wayne Weitz wweitz@brileyfin.com (212) 457-3308 Kip Hamilton khamilton@brileyfin.com (602) 567-2544

Eric Mazur emazur@brileyfin.com (305) 420-5194

Tom Santoro tsantoro@brileyfin.com (954) 859-5074 Jim Howard jhoward@brileyfin.com [239] 404-3339

Gary Olsen golsen@brileyfin.com [213] 409-6233

Mark Shapiro mshapiro@brileyfin.com (972) 794-1056

MANAGING DIRECTORS

Matt Barberich mbarberich@brileyfin.com [816] 705-4142

Coral Hansen chansen@brileyfin.com (213) 409-6234

Teresa Licamara tlicamara@brileyfin.com (561) 657-4899

Wayne Wilson wwilson@brileyfin.com (713) 446-7004 William Buckley wbuckley@brileyfin.com [213] 409-6229

Craig Jacobson cjacobson@brileyfin.com (212) 457-3315

Becky O'Malley bomalley@brileyfin.com (310) 749-0202 Clay Busker cbusker@brileyfin.com (470) 346-6818

Dan Korczyk dkorczyk@brileyfin.com (470) 346-6820

Susan Smith smsmith@brileyfin.com [813] 440-6341 Seth Freeman sfreeman@brileyfin.com (415) 839-9280

> Eric Lee elee@brileyfin.com (602) 567-2546

Scott Van Meter svanmeter@brileyfin.com (713) 403-3986