

GlassRatner Due Diligence Services:

- We are not just financial consultants, we are experienced operators
- Our due diligence services group is led by former CEO's and CFO's who understand the process and approach each engagement from a unique, operational perspective
- We have bought and sold companies and understand transactional risk
- Our role is to assess acquisition and lending opportunities and help make smart decisions
- Our organizational structure allows us to provide high-quality services at a surprisingly affordable price
- Our thriving forensic investigative and litigation practice provides us with professionals experienced at critically examining a broad swath of industries at a detailed level

GlassRatner Provides Services To:

Private Equity, Portfolio Companies, and Publicly-Owned Businesses

- **Acquisition**
 - Buy-Side Due Diligence
 - Quality of Earnings Reviews
 - Working Capital Assessments
- **Integration**
 - Post-Acquisition Integration
 - Financial Reporting Assistance
- **Operations**
 - Financial Accounting & Reporting
 - Strategic Planning & Analysis
 - Performance & Process Improvement
- **Divestiture**
 - Sell-Side Due Diligence
 - Public Filings & IPO



Asset-Based and Cash Flow Lenders

- Quality of Earnings Reviews
- Balance Sheet Account Analysis
- Liability and Risk Evaluations
- Trend Analysis
- Cash Flow Assessments
- Forecast and Model Review
 - Model Assumptions Review
 - Scenario Testing
 - Forecast Risk Assessment

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Quality of Earnings (QoE):

Quality of Earnings (QoE) assessment is a subset of the larger Financial Due Diligence process, but is often a euphemism for it. QoE assessment is largely focused on financial statements and related support documents of the target entity, both from a historical prospective and with respect to projections.

- Do the historical earnings of the company accurately and completely represent the financial performance of the business, or are normalizing adjustments required for such items as nonrecurring, extraordinary, non-operating, contingent, and off-statement items and issues?
- QoE also seeks to identify any shortcomings or errors in accounting, like revenue recognition issues.
- Is the business as healthy as its balance sheet might suggest, or are there issues related to bad accounts, deferred expenditures, obsolescence, and unfavorable terms with suppliers, landlords, and creditors?
- What do the items NOT on the balance sheet reveal, like lease payments, debt service requirements, guaranties, related party entanglements, undisclosed and unaccrued liabilities?
- What do auditors, vendors, and customers have to say about dealing with the company and the integrity of its management?
- Do projections make sense relative to historical results, industry competition and trends, capabilities of the business, intellectual property rights, the economy, financial capacity, and timeframes?

GlassRatner is frequently called upon to provide analyses including:

- Quality of reported earnings and cash flow
- Proof of cash, especially when financial statement reliability is unknown
- Quality of record keeping and accounting systems
- Quality of internal controls and management routines
- Strength of financial staff
- Quality of collateral to secure the transaction
- Appropriateness of accounting policies and procedures
- Potential for off-balance sheet assets and liabilities
- Projections of future financial performance
- Customer and vendor concentration risk assessments
- IT and systems infrastructure review

Representative Clients:

Private Equity Firms ▪ Venture Capital & Angel Investors ▪ Family Offices ▪ Law Firms ▪ Government Entities
Community/Regional/National Banks ▪ Asset-Based Lenders ▪ Specialty Lenders ▪ Mezzanine Lenders

Representative List of Industries:*

- Agriculture
- Automotive
- Energy
- Financial Services & Banking
- Food Service
- Healthcare & Life Sciences
- Industrial & Manufacturing
- Real Estate & Construction
- Retail & Distribution
- Technology & Telecommunications

** This is only a representative list of industries we have served. For a complete list, please contact Sam Hewitt or Mark Shapiro.*

GlassRatner

ABOUT THE FIRM



About GlassRatner

GlassRatner Advisory & Capital Group LLC

("GlassRatner") is a national multi-office specialty financial advisory services firm providing solutions to complex business problems and Board level agenda items. The Firm applies a unique mix of skill sets and experience to address matters of the utmost importance to an enterprise such as managing through a **business crisis or bankruptcy**, planning and executing a major **acquisition or divestiture**, pursuing a **fraud investigation or corporate litigation**, and other top level non-typical business challenges. GlassRatner has a national reputation in the area of Bankruptcy and Restructuring Advisory Services and Forensic Accounting and Litigation Support Services.

About B. Riley Financial

GlassRatner is excited to be a part of the **B. Riley Financial** ("B. Riley") family. B. Riley provides collaborative financial services and solutions tailored to fit the capital raising and financial advisory needs of public and private companies and high net worth individuals. The company operates through several wholly-owned subsidiaries, including B. Riley FBR, a full-service investment bank and institutional brokerage; Great American Group, a leading provider of asset disposition, appraisal, corporate advisory and valuation services; GlassRatner, a specialty financial advisory services and consulting firm; B. Riley Wealth Management, B. Riley Asset Management and B. Riley Alternatives, which offer investment management to institutional and high net worth investors; Great American Capital Partners, which originates and underwrites senior secured loans for asset-rich companies; and B. Riley Principal Investments, which invests in or acquires companies and assets with attractive return profiles.

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