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## **MARC S. MARGULIS**

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### **SUMMARY**

Mr. Margulis has over 20 years of investment banking experience. He is a recognized expert in the analysis and valuation of businesses, securities, intellectual property and other intangible assets for transactional, tax, regulatory and litigation purposes. Mr. Margulis has been designated as an expert witness in over 150 legal disputes and has qualified and testified in both bench and jury trials as an expert in the computation of compensatory damages based on lost profits and as an expert in the valuation of businesses, securities and intangible assets.

### **LICENSES AND CERTIFICATIONS**

Accredited Senior Appraiser (A.S.A.)  
Chartered Financial Analyst (C.F.A.)

### **EDUCATION**

M.B.A., Finance and Accounting, University of California at Los Angeles, 1973  
B.A., Political Science and Economics, University of California at Santa Barbara, 1971

### **EMPLOYMENT**

Houlihan Lokey Howard & Zukin, 1992-2004  
Laventhol & Horwath, 1987-1992  
Arthur D. Little Valuation, Inc., 1983-1987  
American High-Speed Rail Corporation, 1982-1983  
Tosco Corporation, 1979-1982  
McCulloch Oil Corporation, 1978-1979  
United Computing Systems, 1975-1978  
Coopers & Lybrand, 1973-1975

### **AFFILIATIONS**

American Society of Appraisers (Senior Member)  
CFA Institute  
National Association of Forensic Economists

***LISTING OF TRIAL AND DEPOSITION TESTIMONIES***

<b><u>LAW FIRM</u></b>	<b><u>NAMES OF PARTIES</u></b>	<b><u>CASE NO.</u></b>	<b><u>COURT</u></b>
1. Gardner Carton & Douglas; Jones Day; Alston & Bird	E. Chao, Secretary of Labor, U.S. Dept. of Labor v. Hagemeyer N. America, Inc., GreatBanc Trust Company, et al.	2-06-cv-01173-PMD	U.S. District Court for the District of South Carolina
2. Katten Muchin Zavis Rosenman	Creatier Interactive, LLC v. Bates, Avant Interactive, Inc., et al.	BC311213	L.A. County Superior Court Central District
3. McDermott, Will & Emery	Gibson, Han v. Vantage Oncology, Inc., et al.	BC336051	L.A. County Superior Court Central District
4. Buchalter Nemer	In re 3dfx Interactive, Inc. Debtor, William A. Brandt, Jr., Trustee v. Nvidia Corp., et al.	02-055796 JRG	U.S Bankruptcy Court Northern District of California
5. Hooper, Lundy & Bookman; Bass, Berry & Sims; Walker, Bryant, Tipps & Malone	United States, ex rel., Scott Pogue v. Diabetes Treatment Centers of America, et al.	99-3298	U.S. District Court for the District of Columbia
6. Quadros & Johnson	Phoenix American, Inc. v. A.A.A., Inc., W. Corey West, et al.	318820	Santa Clara County Superior Court
7. Quadros & Johnson	Yeadon v. SASCO, et al.	1-04-CV017301	Santa Clara County Superior Court
8. Christensen, Miller, Fink, Jacobs, Glaser, Weil & Shapiro, LLP, and Alschuler, Grossman, Stein & Kahan, LLP	J. Dahan and M. Glasser v. L’Koral, Inc. et al.	BC286577	L.A. County Superior Court Central District
9. Lamberth, Cefelli, Stokes & Stout, P.A.	In re Borden Chemical and Plastics Operating L.P., Debtor	01-1268	U.S Bankruptcy Court for the District of Delaware
10. Quadros & Johnson	Castello, et al. v. SASCO, et al.	CV 805304	San Francisco County Superior Court
11. Fogel, Feldman, Ostrov, Ringler & Klevens	Vehicular Technologies v. Titan Wheel International, et al.	BC263739	L.A. County Superior Court Central District
12. Seyfarth Shaw	Pacific Coin Management v. BR Telephony Partners, et al.	BC242432/ BC243969	L.A. County Superior Court Central District
13. Robert H. Matthews (Plaintiff)	Computer Networking Specialists v. Hailey McNamara, et al.	570-810	24th Judicial District Court, Jefferson, LA
14. Gelfand, Rappaport & Glaser	Nokia Corporation v. Hypercel Corporation	3-99CV1563-M	U.S. District Court Northern District of Texas, Dallas
15. Irell & Manella; Bird & Associates	The Bengard Group v. Trim Master, Inc.	797567	Orange County Superior Court

<b><u>LAW FIRM</u></b>	<b><u>NAMES OF PARTIES</u></b>	<b><u>CASE NO.</u></b>	<b><u>COURT</u></b>
17. Alschuler Grossman & Pines LLP	In re Louise's Trattoria, Inc., Debtor	LA 97-44573-SB	U.S Bankruptcy Court Central District of California
18. Herman, Herman, Katz & Cotlar	Dumas, et al. v. Angus Chemical Company, et al.	92-1707	4th Judicial District Court, Ouachita, LA
19. Milbank, Tweed, Hadley & McCloy; Horvath & Giles	Conso Electronics (Far East) Limited v. G. R. Dias-Azedo and K.W. Page	A422 of 1995	The Supreme Court of Hong Kong
20. Kalcheim, Schatz and Berger	In re The Marriage: Trotter and Trotter	95 D 640	Circuit Court of the 19 <sup>th</sup> Judicial Circuit, Lake County, IL
21. Scott, Douglass, Luton & McConnico, LLP	Westlake Monomers Corporation v. The B. F. Goodrich Company, et al.	93-012205	133rd Judicial District of Harris County, Texas
22. Rush, Rush & Calogero	Wm. C. Davis v. Ernest L. Parker	CV 91-2493	U.S. District Court for the Western District of Louisiana, Lafayette Division
23. DeRussy, Bezou & Matthews; Henry L. Klein	Lee H. Schlesinger v. The Home Insurance Company, et al.	91-13444	Civil District Court for the Parish of Orleans, State of Louisiana
24. Haight, Brown & Bonesteel	IDS Plan Services of California, Inc. v. Advance Benefits Systems Corp., Gerald Goldstein	CV 93-1155-RG	U.S. District Court, District of California
25. Mintz, Levin, Cohn, Ferris, Glovsky and Popeo	William H. Hutson, Ph.D v. The Analytic Sciences Corporation, et al.	91-12243-Y	U.S. District Court, District of Massachusetts
26. DeRussy, Bezou & Matthews; Theus, Grisham, Davis & Leigh	The United Group of National Paper Distributors, Inc., et al. v. Carole S. G. Vinson, et al.	91-1046	4th Judicial District, Parish of Ouachita, State of Louisiana
27. Haight, Brown & Bonesteel	Boyd v. Consolidated Freightways, Inc., et al.	SOC 98994	L.A. County Superior Court
28. Inman, Weisz & Steinberg	Cohen v. Kipnes, Alpace Inc., et al.	BC008154	L.A. County Superior Court Central District
29. Frandzel & Share	DRG/Beverly Hills, Ltd., et al. v. Chopstix Dim Sum Cafe, et al.	BC007907	L.A. County Superior Court Central District
30. Vinson & Elkins	In re Clarence Max Williams, Debtor	391-32764-SAF-11	U.S Bankruptcy Court Northern District of Texas
31. Small, Larkin & Kiddé	Circo Craft Company, Inc. v. Amp-Akzo Corp., et al.	N 62060	San Diego County Superior Court, Northern District

<b><u>LAW FIRM</u></b>	<b><u>NAMES OF PARTIES</u></b>	<b><u>CASE NO.</u></b>	<b><u>COURT</u></b>
33. Brobeck, Phleger & Harrison	Campo de Leon vs. Vernon Savings, et al.	88-0998K	U.S. District Court, Southern District of California
34. Gibson, Dunn & Crutcher	Daniels, et al. v. The Centennial Group, Inc., et al.	526708	Orange County Superior Court
35. Pettit & Martin	McLaughlin, et al. v. National Life Insurance Company		Santa Clara County Superior Court
36. Schwabe, Williamson & Wyatt	Chemical Waste Management Inc. v. Oregon Department of Revenue	88-3323	Oregon Department of Revenue Administrative Hearing
37. Corleto and Ackerman	Krasne, et al. v. Reissman, et al.	WEC135819	L.A. County Superior Court
38. Haight, Brown & Bonesteel	Travelers Indemnity Company of Illinois; Imi-Tech Corporation v. International Harvester Company and Navistar International Transportation Corp.	90550	Ventura County Superior Court
39. Danning, Gill, Gould, Diamond & Spector	In re Globe Illumination Co., Debtor	LA 89-01354-SB	U.S Bankruptcy Court Central District of California
40. Special Litigation Counsel, Tax Division, Department of Justice	Trust Services of America, Inc. and Toni Brotman Wald, Co-Trustees v. United States	85-0675-FW	U.S. District Court, Central District of California
41. Shiver, McGrane & Martin	Altamura vs. Bacigalupi	21433	Napa County Superior Court
42. Egerman, Brown, Rosen & Seligman	Wetherly Properties v. Southwest Savings & Loan	C 449180	L.A. County Superior Court
43. N/A (hired by panel)	Counsel for Claimant: Stewart, Tilghman, Fox & Bianchi; Counsel for Respondent: White & Case	32-145-0239-92-0F	American Arbitration Association of Florida

### **LISTING OF PUBLICATIONS AUTHORED**

1. *Size-Adjusting Beta*, Marc S. Margulis, Jeremy Krasner and Mark J. Melancon, Valuation Strategies (March/April 2005)
2. *Equity Alliances Take Centre Stage*, Peter Pekár Jr. and Marc S. Margulis, Business Strategy Review (London Business School), 2003, Vol. 14 Issue 2
3. *The Next Wave of Alliance Formations: Forging Successful Partnerships with Emerging and Middle-Market Companies*, Marc S. Margulis and Dr. Peter Pekár, HLHZ (2001)
4. *Business Valuation*, O. Kit Lokey, Marc S. Margulis and Karen Miles, The Litigation Services Handbook, Third Edition, edited by Roman L. Weil, Peter B. Frank and Michael J. Wagner, John Wiley & Sons, Inc. (2000)
5. *Valuing a Decedent's Legal Claims, Lawsuits, and Choses in Action*, Valuation Strategies (January/February 1998)
6. *Preparing Your Organization for Investment*, Parts One and Two, Physician Practice Options (June/July 1996)
7. *Integration: Will You Survive the Regulators?*, The Journal of Managed Care Medicine (March 1994)
8. *Compensatory Damages and the Appropriate Discount Rate*, Journal of Forensic Economics (Winter 1993)
9. *Valuation of Medical Practices in the Current Healthcare Environment*, Integrated Healthcare Delivery Systems: A Guide to Successful Strategies for Hospital and Physician Collaboration, Thompson Publishing Group, New York (1993)
10. *The Role of Expert Opinions in Leveraged Buyouts*, The Corporate Growth Report, Vol. 8, No. 4 (June 1990)
11. *Choosing the Appropriate Standard of Value in Asset Appraisals*, Business Valuation Review, Vol. 9, No. 2 (June 1990)

## ***TYPES OF FINANCIAL ADVISORY ENGAGEMENTS PERFORMED***

### **Dispute Analysis Services**

- A. Economic Damages
  - . Breach of Contract
  - . Fraud and Misrepresentation
  - . Tortious Interference
  - . Patent/Trademark Infringement
  - . Lanham Act Violations
  - . Securities Act Violations
  - . Breach of Fiduciary Duties
  - . Business Interruption
- B. Retrospective Fairness, Dissenters' Rights and Other Shareholder Disputes
- C. Retrospective Solvency and Fraudulent Conveyance Issues
- D. Federal Estate and Gift Tax
- E. Dissolutions: Corporations/Partnerships/Marriages

### **Capital Stock Valuations for Federal Tax Purposes**

- A. Estate and Gift Taxes
- B. Charitable Donations
- C. Exempt Organizations
- D. C Corp. to S Corp. Conversion

### **Transaction Services**

- A. Acquisition, Divestiture and Strategic Alliance Consulting
- B. Fairness Opinions
- C. Solvency Opinions
- D. Strategic Alternatives Analyses
- E. Business Due Diligence

### **Bankruptcies, Reorganizations, Receiverships**

- A. Expert Testimony on Solvency, Fraudulent Conveyance and Reasonably Equivalent Value
- B. Reorganization Value vs. Liquidation Value
- C. Appraisals of All Tangible and Marketable Intangible Assets
- D. Appraisals of Viable, Stand-Alone Subsidiaries or Divisions

### **Purchase Price Allocations and Goodwill Impairment**

- A. Valuations of Real Property, Machinery and Equipment, Furniture and Fixtures
- B. Valuations of Intangible Assets Including:
  - . Intellectual Property
  - . Favorable Contracts
  - . Customer Lists
  - . Trademarks and Trade Names
  - . Non-Competition and Employment Agreements
  - . Goodwill and Going Concern Value

***PARTIAL LIST OF M&A AND ALLIANCE TRANSACTIONS***

1. XonTech, Inc., acquired by Northrop Grumman Corporation
2. T.M. Cobb Company, acquisition of Craftmaster Manufacturing, Inc.
3. Korea Green Cross Corporation, sale of vaccines division for stock and cash to Rhein Biotech, N.V.
4. Arthur D. Little, Inc., sale of substantially all of its assets through a series of transactions
5. Candle Corporation, acquisition of Series C Preferred Stock of E Team, Inc.
6. Goldman Lichtenberg Wasserman & Goldman, acquired by Chase Wealth Management Advisors
7. Idea Man, Inc., acquired by Ha-Lo Industries, Inc.
8. William Lyon Homes, Inc., acquired by The Presley Companies
9. Cedars-Sinai Health System, acquisition of Greater Valley Medical Group, MSO and IPA
10. United States Manufacturing Company, stock acquired by Mandarin Partners, LLC
11. The Dialysis Centers of the Inland Empire, acquired by Gambro Healthcare Renal Care, Inc.
12. Physicians Resource Group, sale of substantially all of its assets through a series of transactions
13. Cheil Jedang Investment Trust Management, partial acquisition by Prudential Securities
14. Institute of Management Resources, sale of its European operations to Proudfoot Consulting Plc.
15. Xtrana, Inc., sale of hemostasis business unit assets to Trinity Biotech, Plc.
16. City of Hope, research affiliation with Tower Hematology Oncology Cancer Research Foundation
17. NC4, acquisition of E Team, Inc.