



# Mammoth Advisors, Inc.

*Addressing Complex Financial Issues with Credibility, Creativity and Clarity*

**MARC S. MARGULIS**  
**CFA, ASA (Retired), MBA**  
**Managing Director**

## **Professional Qualifications**

### **Experience**

Mr. Margulis has over 25 years of investment banking experience including (i) serving as the principal advisor and/or lead negotiator in numerous mergers, acquisitions, divestitures, and alliance formations; (ii) rendering valuation opinions, including fairness opinions and solvency opinions in publicly announced transactions; and (iii) analyzing corporate strategic alternatives. 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.

Mr. Margulis has been a frequent lecturer on the analysis and quantification of economic damages; on the subject of financial and procedural fairness in mergers, acquisitions and divestitures; on corporate alliance formations; and on general valuation topics. He has authored numerous published articles on subjects within his fields of expertise.

### **Employment**

Prior to founding Mammoth Advisors, Mr. Margulis was a managing director at the investment banking firm of Houlihan Lokey Howard & Zukin; a principal in Valuation and Litigation Support at Laventhol & Horwath; and a senior manager of Financial Valuation Services for Arthur D. Little Valuation, Inc. Mr. Margulis has held management positions in the areas of financial and marketing planning for American High-Speed Rail Corporation, Tosco Corporation and United Computing Systems and was a consultant and auditor for Coopers & Lybrand.

### **Education and Credentials**

Mr. Margulis earned his Bachelor of Arts degree in Political Science and Economics from the University of California at Santa Barbara and an M.B.A. in Finance and Accounting from the University of California at Los Angeles. He has earned the professional designations of Accredited Senior Appraiser (A.S.A.) (Retired) from the American Society of Appraisers and Chartered Financial Analyst (C.F.A.) from the CFA Institute. Mr. Margulis has been licensed with the Securities and Exchange Commission through the NASD as a Registered Investment Advisor (Series #2) and as a Registered General Securities Representative (Series #7 and #63).

**Testimony**

Mr. Margulis has qualified and testified as an expert witness in United States District Court, United States Bankruptcy Court, California Superior Court, Texas District Court, Louisiana District Court, Illinois Circuit Court and in alternative dispute resolution proceedings. He has been engaged on matters that include retrospective fairness, dissenters' rights, bankruptcy and reorganization, solvency and fraudulent conveyance, tax disputes, involuntary business dissolutions, shareholder disputes involving the provisions in buy/sell agreements, lost profits damages claims under both contract law and tort law, and trademark and intellectual property matters.

**Professional Publications**

"Size-Adjusting Beta" by Marc S. Margulis, Jeremy Krasner and Mark J. Melancon, Valuation Strategies (March/April 2005)

"Equity Alliances Take Centre Stage" by Peter Pekár Jr. and Marc S. Margulis, Business Strategy Review (London Business School), 2003, Vol. 14 Issue 2

"The Next Wave of Alliance Formations: Forging Successful Partnerships with Emerging and Middle-Market Companies" by Marc S. Margulis and Dr. Peter Pekár, HLHZ (2001)

"Business Valuation" by 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)

"Valuing a Decedent's Legal Claims, Lawsuits, and Choses in Action," Valuation Strategies (January/February 1998)

"Preparing Your Organization for Investment," Parts One and Two, Physician Practice Options (June/July 1996)

"Integration: Will You Survive the Regulators?" The Journal of Managed Care Medicine (March 1994)

"Compensatory Damages and the Appropriate Discount Rate," Journal of Forensic Economics (Winter 1993)

"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)

"The Role of Expert Opinions in Leveraged Buyouts," The Corporate Growth Report, Vol. 8, No. 4 (June 1990)

"Choosing the Appropriate Standard of Value in Asset Appraisals," Business Valuation Review, Vol. 9, No. 2 (June 1990)

**Professional Associations**

Mr. Margulis is a Senior Member (Retired) of the American Society of Appraisers and is a member of the CFA Institute and the National Association of Forensic Economists.

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**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

**Business and Ownership Interest Valuations**

- A. Estate and Gift Taxes
- B. Exempt Organizations
- C. Buy-Sell Agreements
- D. C Corp. to S Corp. Conversion

**Transaction Services**

- A. M&A and Strategic Alliance Advisory Services
- 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, Goodwill Impairment and Intangible Asset Appraisals**

- 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

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**Partial List of M&A and Alliance Transactions**  
**Excluding Financial Opinions**

**XonTech, Inc.**, acquired by **Northrop Grumman Corporation**

**T.M. Cobb Company**, acquisition of **Craftmaster Manufacturing, Inc.**

**Korea Green Cross Corporation**, sale of vaccines division for stock and cash to **Rhein Biotech, N.V.**

**Arthur D. Little, Inc.**, sale of substantially all of its assets through a series of transactions

**Candle Corporation**, acquisition of Series C Preferred Stock of **E Team, Inc.**

**Goldman Lichtenberg Wasserman & Goldman**, acquired by **Chase Wealth Management Advisors**

**Idea Man, Inc.**, acquired by **Ha-Lo Industries, Inc.**

**William Lyon Homes, Inc.**, acquired by **The Presley Companies**

**Cedars-Sinai Health System**, acquisition of **Greater Valley Medical Group, MSO and IPA**

**United States Manufacturing Company**, stock acquired by **Mandarin Partners, LLC**

**The Dialysis Centers of the Inland Empire**, acquired by **Gambro Healthcare Renal Care, Inc.**

**Physicians Resource Group**, sale of substantially all of its assets through a series of transactions

**Cheil Jedang Investment Trust Management**, partial acquisition by **Prudential Securities**

**Institute of Management Resources**, sale of its European operations to **Proudfoot Consulting Plc.**

**Xtrana, Inc.**, sale of hemostasis business unit assets to **Trinity Biotech, Plc.**

**City of Hope**, research affiliation with **Tower Hematology Oncology Cancer Research Foundation**

**NC4, Inc.** acquisition of **E Team, Inc.**

**NC4, Inc.** acquisition of **The ESP Group, LLC**

**Bay Valley Medical**, sale of Group and MSO to **Stanford University Healthcare Alliance**

**California Cancer Specialists Medical Group (dba COHMG)** acquired by **City of Hope**

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**Expert Testimony**

**Retirement Housing Foundation, et al. v. Cain Brothers & Co., LLC, et al.**

*Superior Court of the State of California, County of Los Angeles, Case No. BC404726*  
*Expert for Plaintiffs; Counsel for Plaintiffs: Reuben Raucher & Blum*

*Damages; Investment Banking Practices*

**Clearlight Partners II, LLC v. Code Hennessy & Simmons LLC and PricewaterhouseCoopers, LLP**

*Superior Court of the State of California, County of Orange; Case No. 30-2010-00366771*  
*Expert for Defendants; Counsel for Defendant CHS : Sidley Austin; Counsel for Defendant PwC: Gibson Dunn & Crutcher*

*(Case terminated after Defendants' motions for summary judgment were granted in full.)*

*Complex Business Valuation*

**Save Mart Supermarkets, Inc. v. Orchard Supply Hardware, LLC**

*Superior Court of the State of California, County of Fresno, Central Division; Case No. 09 CECG01020*  
*Expert for Defendant; Counsel for Defendant: Reed Smith*

*Lost Profits, Mitigation and Offsets*

**The 180 Group, LLC, et al. v. S. Yari, et al.**

*Superior Court of the State of California, County of Los Angeles, Central District; Case No. BC 410837*  
*Expert for Plaintiffs; Counsel for Plaintiffs: Kaye Scholer*

*Private Equity Partnership – Allocation of Returns*

**Total Renal Care, Inc. v. Western Nephrology P.C., American Renal Associates, Inc., et al.**

*United States District Court for the District of Colorado; Civil Action No. 08-cv-00513-CMA-KMT*  
*Expert for Plaintiff; Counsel for Plaintiff: McDermott Will & Emery*

*Business Valuation*

**V3I Engineering, Inc. v. Western Digital Corporation, et al.**

*Superior Court of the State of California, County of Orange; Case No. 03C C00179*  
*Expert for Defendants; Counsel for Defendants: Bird Marella*

*Business Valuation - Early Stage Company; Allocation of Value to Series B Preferred Stock*

**North American Title Company, Inc. v. LandAmerica Financial Group, Inc., et al.**

*Superior Court of the State of California, County of Contra Costa; Case No. C 06-00187*  
*Expert for Plaintiff; Counsel for Plaintiff: Buchalter Nemer*

*Business Valuation*

**In re The William A. Giralдин Trust**

*Superior Court of the State of California, County of Orange; Case No. A240697*  
*Expert for Petitioners; Counsel for Petitioners: Freeman, Freeman & Smiley*

*Damages; Appropriateness of Investments*

**E. Chao, Secretary of Labor, U.S. Dept. of Labor v. Hagemeyer N. America, Inc., GreatBanc Trust Company, et al.**

*United States District Court for the District of South Carolina; Civil Action No. 2-06-cv-01173-PMD*  
*Expert for Defendants; Counsels for Defendants: Gardner Carton & Douglas; Jones Day; Alston & Bird*

*Business Valuation*

**Creatier Interactive, LLC v. Bates, Avant Interactive, Inc., et al.**

*Superior Court of the State of California, County of Los Angeles; Case No. BC311213*  
*Expert for Plaintiff; Counsel for Plaintiff: Katten Muchin Rosenman*

*Business Valuation – Early Stage Company*

**Impact Zone Productions, Inc., et al. v. Barnes**

*Superior Court of the State of California, County of Los Angeles; Case No. BC318531*  
*Expert for Plaintiffs; Counsel for Plaintiffs: Kinsella Weitzman Iser Kump & Aldisert*

*Lost Profits; Appropriate Discount Rate*

**Gibson, Han v. Vantage Oncology, Inc., et al.**

*Superior Court of the State of California, County of Los Angeles; Case No. BC336051*

*Expert for Defendant; Counsel for Defendants: McDermott Will & Emery*

*Business Valuation*

**In re 3dfx Interactive, Inc., Debtor, William A. Brandt, Jr., Trustee v. Nvidia Corp., et al.**

*United States Bankruptcy Court, Northern District of California; Case No.02-055796 JRG*

*Expert for Trustee; Counsel for Trustee: Buchalter Nemer*

*Investment Banking Practices*

**United States, ex rel., Scott Pogue v. Diabetes Treatment Centers of America, et al.**

*United States District Court for the District of Columbia; Civil Action No. 99-3298*

*Expert for Defendants; Counsels for Defendants: Hooper, Lundy & Bookman; Bass, Berry & Sims; Walker, Bryant, Tipps & Malone*

*Reasonable Compensation*

**Phoenix American, Inc. v. A.A.A., Inc., W. Corey West, et al.**

*Superior Court of the State of California, County of Santa Clara; Case No. 318820*

*Expert for Cross-Complainant; Counsel for Cross-Complainant: Quadros & Johnson*

*Fraudulent Transfer; Business Valuation*

**Yeadon v. SASCO, et al.**

*Superior Court of the State of California, County of Santa Clara; Case No. 1-04-CV017301*

*Expert for Defendant; Counsel for Defendant: Quadros & Johnson*

*Business Valuation*

**J. Dahan and M. Glasser v. L’Koral, Inc., et al.**

*Superior Court of the State of California, County of Los Angeles; Case No. BC 286 577*

*Expert for Defendants/Cross-Complainants; Counsel for Defendants: Christensen, Miller, Fink, Jacobs, Glaser, Weil & Shapiro; Alschuler, Grossman, Stein & Kahan,*

*Business Valuation*

**In re Borden Chemical and Plastics Operating Limited Partnership, Debtor**

*U.S. Bankruptcy Court for the District of Delaware, Case No. 01-1268*

*Expert for Trustee; Counsel for Trustee: Lamberth, Cefelli, Stokes & Stout*

*Retrospective Solvency*

**Castello, et al. v. SASCO, et al.**

*Superior Court of the State of California, County of San Francisco; Case No. CV 805304, JAMS Case No. 1110006680*

*Expert for Defendant; Counsel for Defendant: Quadros & Johnson*

*Business Valuation*

**Vehicular Technologies v. Titan Wheel International, et al.**

*Superior Court of the State of California, County of Los Angeles; Case No. BC263739*

*Expert for Plaintiff; Counsel for Plaintiff: Fogel, Feldman, Ostrov, Ringler & Klevens*

*Lost Profits; Reasonable Royalties*

**Pacific Coin Management v. BR Telephony Partners, et al.**

*Superior Court of the State of California, County of Los Angeles; Case No. BC242432 (Consolidated with BC243969)*

*Expert for Defendant; Counsel for Defendant: Seyfarth Shaw*

*Lost Profits*

**Computer Networking Specialists v. Hailey McNamara, et al.**

*24th Judicial District Court, Parish of Jefferson, State of Louisiana, No. 570-810.*

*Expert for Plaintiff; Counsel for Plaintiff: Robert H. Matthews, Esq.*

*Lost Profits*

**Nokia Corporation v. Hypercel Corporation**

*U.S. District Court, Northern District of Texas, Dallas Division, Civil Action No. 3-99CV1563-M*

*Expert for Defendant; Counsel for Defendant: Gelfand, Rappaport & Glaser*

*Lost Profits*

**The Bengard Group v. Trim Master, Inc.**

*Superior Court of the State of California, County of Orange; Case No: 797567*

*Expert for Plaintiff; Counsel for Plaintiff: Irell & Manella; Bird & Associates*

*Business Valuation*

**MedPartners, Inc. v. The Commissioner of the Department of Corporations of the State of California**

*Superior Court of the State of California, Case No. BC 207250/BS 056226*

*Expert for Applicant; Counsel for Applicant: Jones, Day, Reavis & Pogue*

*Health Care Economics – Capitation*

**In re Louise's Trattoria, Inc., Debtor**

*U.S. Bankruptcy Court, Central District of California, Case No. LA 97-44573-SB*

*Expert for Bidder; Counsel for Bidder: Alschuler Grossman & Pines LLP*

*Business Valuation*

**Dumas, et al. v. Angus Chemical Company, et al.**

*Fourth Judicial District Court, Parish of Ouachita, State of Louisiana, No. 92-1707*

*Expert for Plaintiff; Counsel for Plaintiff: Herman, Herman, Katz & Cotlar*

*Punitive Damages; Retrospective Solvency*

**Conso Electronics (Far East) Limited v. G. R. Dias-Azedo and K.W. Page**

*The Supreme Court of Hong Kong, High Court Action No. A422 of 1995*

*Expert for Plaintiff; Counsel for Plaintiff: Milbank, Tweed, Hadley & McCloy; Horvath & Giles*

*Business Valuation; Blockage*

**In re The Marriage: Trotter and Trotter**

*The Circuit Court of the Nineteenth Judicial Circuit, Lake County, Illinois, No. 95 D 640*

*Expert for Husband; Counsel for Husband: Kalcheim, Schatz and Berger*

*Business Valuation*

**Westlake Monomers Corporation v. The B. F. Goodrich Company, et al.**

*Cause No. 93-012205 in the 133rd Judicial District of Harris County, Texas*

*Expert for Plaintiff; Counsel for Plaintiff: Scott, Douglass, Luton & McConnico, LLP*

*Business Valuation*

**Wm. C. Davis v. Ernest L. Parker**

*U.S. District Court for the Western District of Louisiana, Lafayette Division, Docket No. CV 91-2493*

*Expert for Plaintiff; Counsel for Plaintiff: Rush, Rush & Calogero*

*Business Valuation*

**Lee H. Schlesinger v. The Home Insurance Company, et al.**

*Civil District Court for the Parish of Orleans, State of Louisiana, Docket No. 91-13444*

*Expert for Plaintiff; Counsel for Plaintiff: DeRussy, Bezou & Matthews; Henry L. Klein*

*Business Valuation*

**IDS Plan Services of California, Inc. v. Advance Benefits Systems Corp., Gerald Goldstein**

*U.S. District Court, District of California, Case No. CV 93-1155-RG*

*Expert for Defendant and Counter-Claimant; Counsel for Defendant and Counter-Claimant: Haight, Brown & Bonesteel*

*Lost Profits*

**William H. Hutson, Ph.D v. The Analytic Sciences Corporation, et al.**

*U.S. District Court, District of Massachusetts, Civil Action No. 91-12243-Y*

*Expert for Defendant; Counsel for Defendant: Mintz, Levin, Cohn, Ferris, Glovsky and Popeo*

*Reasonable Royalties*

**The United Group of National Paper Distributors, Inc., et al. v. Carole S. G. Vinson, et al.**

*Fourth Judicial District, Parish of Ouachita, State of Louisiana, Case No. 91-1046*

*Expert for Plaintiffs; Counsel for Plaintiffs: DeRussy, Bezou & Matthews; Theus, Grisham, Davis & Leigh*

*Business Valuation*

**Boyd v. Consolidated Freightways, Inc., et al.**

*Superior Court for the County of Los Angeles, Case No. SOC 98994*

*Expert for Defendant; Counsel for Defendant: Haight, Brown & Bonesteel*

*Wrongful Death*

**Cohen v. Kipnes, Alpace Inc., et al.**

*Superior Court for the County of Los Angeles, Case No. BC 008154*

*Expert for Plaintiff; Counsel for Plaintiff: Inman, Weisz & Steinberg*

*Business Valuation*

**DRG/Beverly Hills, Ltd., et al. v. Chopstix Dim Sum Cafe, et al.**

*Superior Court for the County of Los Angeles, Case No. BC 007907*

*Expert for Plaintiff; Counsel for Plaintiff: Frandzel & Share*

*Lost Profits*

**In re Clarence Max Williams, Debtor**

*U.S. Bankruptcy Court, Northern District of Texas, Case No. 391-32764-SAF-11*

*Expert for Merrill Lynch Private Capital, Inc.(MLPC), a secured creditor; Counsel for MLPC: Vinson & Elkins*

*Fraudulent Transfer*



**Circo Craft Company, Inc. v. Amp-Akzo Corp., et al.**

*Superior Court for the County of San Diego, Northern District, Case No. N 62060*

*Expert for Defendants; Counsel for Defendants: Small, Larkin & Kiddé*

**Lost Profits; Unjust Enrichment**

**Hearon v. Mack Trucks, Inc.**

*U.S. District Court, Western District of Washington, Case No. C90-375C*

*Expert for Plaintiff; Counsel for Plaintiff: Riddell, Williams, Bullitt & Walkinshaw*

**Business Valuation**

**Campo de Leon vs. Vernon Savings, et al.**

*U.S. District Court, Southern District of California, Case No. 88-0998K*

*Expert for Defendant (FDIC); Counsel for Defendant: Brobeck, Phleger & Harrison*

**Lost Profits; Business Valuation**

**Daniels, et al. v. The Centennial Group, Inc., et al.**

*Superior Court for the County of Orange, Case No. 526708*

*Expert for Defendant; Called as a Fact Witness; Counsel for Defendant: Gibson, Dunn & Crutcher*

**Business Valuation**

**McLaughlin, et al. v. National Life Insurance Company**

*Superior Court for the County of Santa Clara, Case No. \**

*Consultant to Counsel for the Defendant; Counsel for Defendant: Pettit & Martin*

**Business Valuation**

**Chemical Waste Management Inc. v. Oregon Department of Revenue**

*State of Oregon Department of Revenue Administrative Hearing, Case 88-3323*

*Expert for Plaintiff; Counsel for Plaintiff: Schwabe, Williamson & Wyatt*

**Business Valuation**

**Krasne, et al. v. Reissman, et al.**

*Superior Court for the County of Los Angeles, Case No. WEC 135819*

*Expert for Defendant; Counsel for Defendant: Corleto and Ackerman*

**Business Valuation**

**Travelers Indemnity Company of Illinois; Imi-Tech Corporation v. International Harvester Company and Navistar International Transportation Corp.**

*Superior Court for the County of Ventura, Case No. 90550*  
*Expert for Defendant; Counsel for Defendant: Haight, Brown & Bonesteel*

**Wrongful Death**

**In re Globe Illumination Co., Debtor**

*U.S. Bankruptcy Court, Central District of California, Case No. LA 89-01354-SB*

*Expert for the Trustee; Counsel for the Trustee: Danning, Gill, Gould, Diamond & Spector*

**Retrospective Solvency; Fraudulent Conveyance**

**Trust Services of America, Inc. and Toni Brotman Wald, Co-Trustees v. United States**

*U.S. District Court, Central District of California, Case No. CV 85-0675-FW*

*Expert for Defendant; Counsel for Defendant: Special Litigation Counsel, Tax Division, Department of Justice*

**Business Valuation**

**Altamura vs. Bacigalupi**

*Superior Court for the County of Napa, Case No. 21433*

*Expert for Plaintiff; Counsel for Plaintiff: Shiver, McGrane & Martin*

**Business Valuation**

**Wetherly Properties v. Southwest Savings & Loan**

*Superior Court for the County of Los Angeles, Case No. C 449180*

*Expert for Plaintiff; Counsel for Plaintiff: Egerman, Brown, Rosen & Seligman*

**Lost Profits**

**American Arbitration Association of Florida**

*Case No. 32-145-0239-92-0F*

*Expert for Panel*

*Counsel for Claimant: Stewart, Tilghman, Fox & Bianchi;*

*Counsel for Respondent: White & Case*

**Lost Profits**