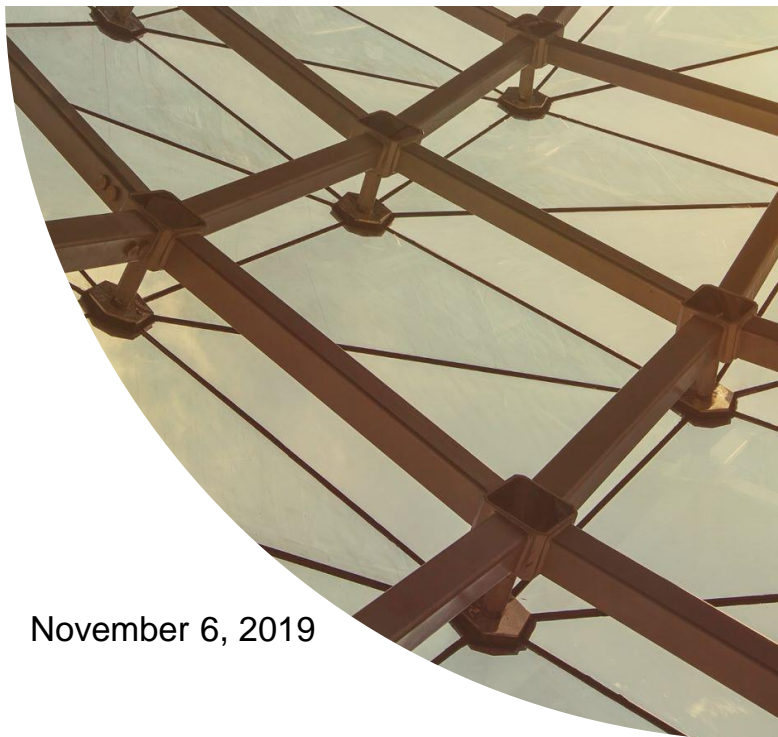


# Fair Value Analysis of Hufcor, Inc.

Valuation as of  
September 30, 2019

November 6, 2019



# Disclaimer and Confidentiality Statement

This report ("Report") has been prepared by Lincoln Partners Advisors LLC ("Lincoln" or "we") from materials and information supplied (whether orally or in writing) by or on behalf of OpenGate Capital (collectively with its subsidiaries and affiliates, "OGC") as well as publicly available data and information. This Report is delivered subject to the conditions, scope of engagement, limitations and understandings set forth herein and in our engagement letter dated November 17, 2016. The valuations herein shall represent the findings of Lincoln based solely upon the information furnished by or on behalf of OGC, and other publicly accessible sources, and shall be considered advisory in nature only.

In arriving at the valuations herein, Lincoln has relied upon and assumed the accuracy and completeness of the financial information supplied to us and considered in our analysis, and we do not assume any responsibility for independent verification of such information. The valuations herein assume that information and representations made by management regarding the portfolio companies are accurate in all material respects. For those cases in which information was not available as of the valuation date, Lincoln assumed that there was no material change between the date of the most current information provided to us and the valuation date.

Our valuations herein are based on a limited scope analysis, primarily based on information provided by OGC and discussions with the management of OGC. Lincoln has not made any independent valuation or appraisal of the assets and liabilities of any portfolio company, has not visited or made any physical inspection of the portfolio companies and has not interviewed the management of the portfolio companies.

Our analysis and the valuations herein are necessarily based on general economic, financial, market, operating and other conditions as they exist and can be evaluated by us as of the valuation date and must be considered in that context. Unanticipated events and circumstances may occur and actual results may vary from those assumed. The variations may be material. Lincoln makes no warranty and is not responsible for losses or damages arising out of errors, omissions or changes in market factors, or any conditions and circumstances beyond its control. Except where otherwise indicated, the analysis in this Report speaks as of the valuation date. Under no circumstances should the delivery of this Report imply that the analysis would be the same if made as of any other date.

In arriving at the valuations herein, Lincoln has relied upon certain statements, estimates and projections provided by OGC with respect to the historical and anticipated future performance of each portfolio company. Such statements, estimates and projections contain or are based on significant assumptions and subjective judgments made by management of OGC. These assumptions and judgments may or may not be correct, and there can be no assurance that any projected results are attainable or will be realized. Lincoln was not requested to and has not attempted to independently verify any such statements, estimates and projections, and as such, Lincoln makes no representation or warranty as to, and assumes no responsibility for, their accuracy or completeness and for the effect which any such inaccuracy or incompleteness may have on the results or judgments contained in this Report.

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We have acted as an independent financial advisor to the management of OGC and will receive a customary fee from OGC for our services. Our fees are not contingent upon the valuations provided herein, and neither Lincoln nor any of its employees have a present or intended financial interest in OGC or the portfolio companies unless otherwise disclosed to OGC. We may have rendered in the past or may render in the future certain financial advisory services to the portfolio companies or parties involved in transactions with the portfolio companies.

We have not been engaged to identify prospective purchasers or to ascertain the actual prices at which and terms on which each of the portfolio companies could currently be sold. No opinion, counsel or interpretation is intended for use in matters that require legal, accounting, tax or other professional advice. It is assumed that such opinions, counsel or interpretations have been or will be obtained from the appropriate professional sources.

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# Executive Summary

## Section 1





# Executive Summary

## Terms of Engagement

- Lincoln Partners Advisors LLC (“Lincoln”) has been retained by OpenGate Capital (“OGC”) as an independent financial advisor for the purpose of providing written valuations (each, a “Valuation”) as of September 30, 2019 (the “Valuation Date”) of certain control, affiliate and non-control/non-affiliate investments of preferred stock, common stock, membership interests and warrants (individually, the “Investment”; collectively, the “Investments”). The portfolio company in which OGC owns an Investment is herein referred to as the “Portfolio Company.” The Valuation will be used by OGC to assist with its determination of the fair value of the Investment in accordance with the fair measurement principles of Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosure (ASC 820), issued by the Financial Accounting Standards Board (FASB).

## Scope of Analysis

- In connection with Lincoln’s activities on behalf of OGC and the performance of its services hereunder, we have, among other things:
- Reviewed credit agreements and amendments for debt when available;
- Reviewed audited and/or unaudited financial statements when available, as well as internal financial statements as provided by OGC, for the most current period prior to the close of the quarter;
- Reviewed certain business, financial and other information relating to the Portfolio Company, including financial budgets or forecasts prepared by management of the Portfolio Company;
- Reviewed investment report memoranda prepared on the Investment by OGC;
- Discussed with OGC the investment thesis and business, financial outlook and prospects of the Portfolio Company;
- Reviewed certain financial and other information for the Portfolio Company and compared that data and information with certain stock trading and corresponding data and information for companies with publicly traded securities that we deemed relevant; and
- Considered such other information, financial studies, analyses and investigations and financial, economic and market criteria that we deemed relevant.

# Summary of Conclusions

## Summary Conclusions - Hufcor

	Weighting	Fair Value		
		Low	Mid	High
Enterprise Value Indications:				
Market Approach:				
Selected Public Companies Analysis	25.0%	\$ 60,908	\$ 66,999	\$ 73,090
Precedent Transactions Analysis	25.0%	63,954	70,045	76,136
Income Approach:				
Discounted Cash Flow Analysis	50.0%	70,108	75,780	81,645
Indicated Enterprise Value		\$ 66,270	\$ 72,151	\$ 78,129
Add: Excess Cash <sup>(1)</sup>		\$ -	\$ -	\$ -
Less: Total Debt <sup>(2)</sup>		(40,689)	(40,689)	(40,689)
Indicated Total Equity Value		\$ 25,581	\$ 31,462	\$ 37,440

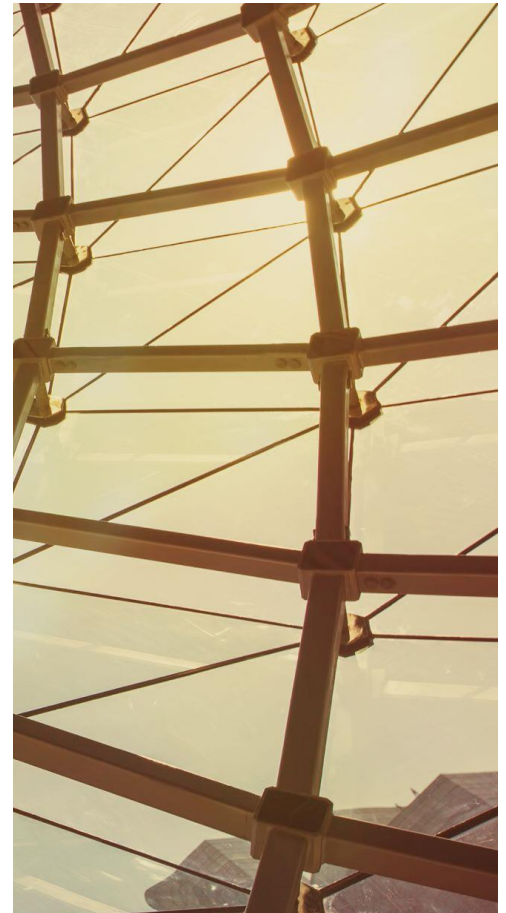
Security	9/30/2019 Cost Basis	Implied Fair Value			Implied Fair Value as % Cost		
		Low	Mid	High	Low	Mid	High
Management Share of Equity	n/a	\$ -	\$ -	\$ -	n/a	n/a	n/a
OGC Share of Equity	\$ 35,300	25,581	31,462	37,440	72.5%	89.1%	106.1%

(1) Cash is assumed to be operational in nature

(2) Total debt provided by Hufcor management as of September 30, 2019 balance sheet: Revolver balance of \$8.8 million and Term Debt of \$31.9 million

# Hufcor, Inc.

## Section 2





# Hufcor, Inc. (“Hufcor”)

Industry: Movable Partitions

Initial Investment: September 1, 2017

Valuation Date:	Initial Investment	Prior Period			Current Period			Change		
	September 1, 2017	June 30, 2019			September 30, 2019					
Fair Value Conclusion	<u>Purchase Price</u>	<u>Low</u>	<u>Mid</u>	<u>High</u>	<u>Low</u>	<u>Mid</u>	<u>High</u>	<u>Low</u>	<u>Mid</u>	<u>High</u>
Enterprise Value	\$ 75,300	\$ 68,212	\$ 73,854	\$ 79,593	\$ 66,270	\$ 72,151	\$ 78,129	\$ (1,942)	\$ (1,703)	\$ (1,465)
Selected Public Companies Analysis		\$ 61,227	\$ 67,058	\$ 72,889	\$ 60,908	\$ 66,999	\$ 73,090	\$ (318)	\$ (58)	\$ 201
Precedent Transactions Analysis		64,142	69,973	75,804	63,954	70,045	76,136	(188)	71	331
Discounted Cash Flow Analysis		73,739	79,192	84,840	70,108	75,780	81,645	(3,631)	(3,413)	(3,196)
OGC Common Value	\$ 35,300	\$ 25,468	\$ 31,111	\$ 36,850	\$ 25,581	\$ 31,462	\$ 37,440	\$ 113	\$ 351	\$ 590
Financial Metrics	<u>As of February 2017</u>	<u>As of June 2019</u>			<u>As of September 2019</u>			<u>Amount</u>	<u>%</u>	
LTM Revenue	\$ 128,995 <sup>(1)</sup>	\$ 142,200			\$ 150,292			\$ 8,092	5.7%	
LTM EBITDA <sup>(2)</sup>	10,300	10,107			11,469			1,362	13.5%	
% Margin	8.0%	7.1%			7.6%					
Forward Revenue <sup>(3)</sup>	\$ 143,700	\$ 140,841			\$ 150,693			\$ 9,852	7.0%	
Forward EBITDA <sup>(2)(3)</sup>	10,700	11,662			12,182			519	4.5%	
% Margin	7.4%	8.3%			8.1%					
Total Net Leverage	3.9x	4.2x			3.5x			(0.7x)		
Total Net Debt	\$ 40,000	\$ 42,743			\$ 40,689			\$ (2,054)		
Implied Multiples	<u>Purchase Multiples</u>	<u>Low</u>	<u>Mid</u>	<u>High</u>	<u>Low</u>	<u>Mid</u>	<u>High</u>	<u>Low</u>	<u>Mid</u>	<u>High</u>
Implied LTM Revenue Multiple	0.6x	0.5x	0.5x	0.6x	0.4x	0.5x	0.5x	(0.0x)	(0.0x)	(0.0x)
Implied LTM EBITDA Multiple	7.3x	6.7x	7.3x	7.9x	5.8x	6.3x	6.8x	(1.0x)	(1.0x)	(1.1x)
Implied Forward Revenue Multiple	0.5x	0.5x	0.5x	0.6x	0.4x	0.5x	0.5x	(0.0x)	(0.0x)	(0.0x)
Implied Forward EBITDA Multiple	7.0x	5.8x	6.3x	6.8x	5.4x	5.9x	6.4x	(0.4x)	(0.4x)	(0.4x)

Note: All tables express USD in thousands unless otherwise noted

(1) Represents FY 2016

(2) Current period includes a \$4.0 million addback adjustment associated with one-time expenses incurred in September 2019

(3) FY 2017E at initial investment; FY 2019E in prior period and current period

# Hufcor, Inc. (“Hufcor”)

Financial Metrics and Company Valuation	Lincoln Valuation Assumptions	Fair Value Conclusion
<ul style="list-style-type: none"> <li>▪ LTM EBITDA of \$11.5 million on an adjusted basis was above the prior period LTM June 2019 EBITDA as the company exceeded its Q3 2019 revenue budget due to strong demand for its operable panels (600 line); despite exceeding the revenue budget, the company encountered operational issues in early Q3 2019 in its manufacturing process, inventory management, and other core operational areas</li> <li>▪ Lincoln notes that FY 2018 financials are pending restatement due to accounting irregularities which could result in a material difference to the historical financials presented herein</li> <li>▪ Forecast revised slightly upwards from the prior period to reflect positive late Q3 2019 results and more specifically, Q4 2019 performance as the company's management team has been replaced and external consultants have been hired to steer an operational turnaround; Q4 2019 budget reflects a focus on improving KPIs in areas of production, quality, inventory, safety, and logistics</li> <li>▪ 2019E EBITDA used as Valuation Driver in the current period analysis given it reflects the best approximation of run-rate EBITDA; while LTM EBITDA increased since the prior period, proper accounting due diligence has not yet been completed in reviewing FY 2018 financials, so LTM results were not viewed as reliable</li> </ul>	<ul style="list-style-type: none"> <li>▪ Selected 2019E EBITDA multiple in the selected public companies' analysis based on the initial purchase price and the movement in trading multiples of the selected public companies; decreased from the prior period based on an observed contraction in the selected public companies' NCY multiples</li> <li>▪ Selected EBITDA multiple in the precedent transaction analysis based on the initial purchase price and identified M&amp;A transactions; decreased from the prior period analysis due to uncertainties in the company achieving the previously provided long-term forecast</li> <li>▪ DCF exit multiple was maintained from the prior period</li> </ul>	<ul style="list-style-type: none"> <li>▪ Estimated enterprise value is approximately in-line with the purchase price given stable demand for the company's products since close and 2.3% below the prior period at the midpoint</li> <li>▪ OGC's common value is 10.9% below cost at the midpoint given increased risk from the company's operational challenges discussed herein; common value is relatively flat from the prior period (1.1% increase) as the impact of the company's new management team, strategic initiatives, and operational overhaul was to be realized as of the Valuation Date</li> </ul>

# Business and Transaction Overview

## Initial Transaction

	9/1/2017 Amount	Multiple of EBITDA	Cumulative Multiple	% of Total Cap
Revolver <sup>(1)</sup>	\$ 6,600	0.6x	0.6x	8.8%
Term Debt	33,400	3.2x	3.9x	44.4%
Total Debt	\$ 40,000	3.9x	3.9x	53.1%
Less: Cash	-	0.0x	3.9x	0.0%
Net Debt	\$ 40,000	3.9x	3.9x	53.1%
Common Equity - Market Value	\$ 35,300	3.4x	7.3x	46.9%
Total Equity	\$ 35,300	3.4x	7.3x	46.9%
Total Capitalization	\$ 75,300	7.3x	7.3x	100.0%
LTM February 2017 Adj. EBITDA	\$ 10,300			

Source: Project Hotel\_IC Deck #2\_06.14.17; 2017 Audited Financial Statements

(1) \$23.0 million total commitment

## Business and Transaction Overview

- Hufcor designs and manufactures movable partitions. Its product line includes operable, vertical lift, and glass partitions, accordion doors, and other proprietary space management products. The company serves a diverse set of end markets, including hotel meeting and ballrooms, convention centers, educational and healthcare institutions, airports, religious buildings, and other commercial facilities to help optimize space management needs.
- On September 1, 2017, OpenGate Capital (“OGC”) purchased Hufcor for \$75.3 million (including fees and expenses), or 7.3x LTM February 2017 EBITDA of \$10.3 million. The transaction was financed with a \$6.6 million draw on the Revolver (\$23.0 million commitment), \$33.4 million of Term Debt, and \$35.3 million of equity.

## Underwriting Considerations

- Hufcor is a global leader in a niche market, with 26% market share in the United States and 19% market share globally.
- The US glass wall market has grown at a 14% CAGR through 2017 and is expected to grow at a 12% CAGR through 2022.
- The business requires only ~\$2.0 million of annual capital expenditures to support the underwriting projections and capacity can be increased substantially with relatively little capital investment.
- The company is well diversified from an end market and geographic perspective. Further, given the nature of the assembly business, 75% of cost of goods sold is variable with limited one-off costs in the case of downturn.

## Recent Developments

- In April of 2018, the company replaced senior management, including hiring a new CEO and a vice president of domestic field operations to develop the strategy and direction for the domestic sales, service, and field operations.
- In Q3 2018, the company was in process of closing three manufacturing facilities in Asia Pacific, in line with the strategy to facilitate cost savings and consolidate its global footprint.
- In Q4 2018, Hufcor opened a new assembly line to expedite the production of its new 700 series product line, which will be available to customers worldwide.

# Business and Transaction Overview (continued)

## Recent Developments

- In August 2019, the company fired and replaced its executive team, including the company's CEO, CFO, CIO, and CHRO. Additionally, later in Q3 2019, 15 external consultants were hired to assist in carrying out core changes to Hufcor's business and hiring commenced for key operational roles, such as Corporate Controller and VP of Operations.
- In September 2019, due diligence began on 15 of the company's balance sheet accounts as certain accounts were identified to not be properly reconciled following the termination of the previous CFO. By the end of September 2019, three major issues were uncovered and addressed, resulting in the following adjustments to the September monthly financials:
  - \$2.0 million of bad debt expense incurred associated with uncollectible and duplicate billings greater than one year;
  - \$1.3 million of inventory write down expenses due to inaccurate cycle counts; and
  - \$636 thousand of expenses associated with a correction of warranty reversal.



# Financial Overview

## Underwriting Forecast vs. Actual / Valuation Date Forecast

	Actual 12/31/2017	Actual 12/31/2018	Revised 12/31/2019	Revised 12/31/2020	Revised 12/31/2021	Revised 12/31/2022	Revised 12/31/2023
<b>Revenue</b>							
Underwriting Projections	\$ 143,700	\$ 145,200	\$ 147,500	\$ 152,400	\$ 158,800	\$ 164,900	n/a
6/30/2019 Projections	137,907	137,796	140,841	144,362	148,693	153,154	157,748
Actual Results / Revised Forecast	137,907	137,796	150,693	144,362	148,693	153,154	157,748
Over (Under) Underwriting Projections	\$ (5,793) (4.0%)	\$ (7,404) (5.1%)	\$ 3,193 2.2%	\$ (8,038) (5.3%)	\$ (10,107) (6.4%)	\$ (11,746) (7.1%)	n/a n/a
<b>Adjusted EBITDA</b>							
Underwriting Projections	\$ 10,700	\$ 12,900	\$ 13,400	\$ 14,200	\$ 15,100	\$ 15,900	n/a
6/30/2019 Projections	11,351	6,797	11,662	12,457	15,199	16,466	17,797
Actual Results / Revised Forecast <sup>(1)</sup>	11,351	6,797	12,182	12,457	15,199	16,466	17,797
Over (Under) Underwriting Projections	\$ 651 6.1%	\$ (6,103) (47.3%)	\$ (1,218) (9.1%)	\$ (1,743) (12.3%)	\$ 99 0.7%	\$ 566 3.6%	n/a n/a

## Commentary

- Based on discussions with OGC, FY 2018 financials are pending restatement upon further review of the company's financial accounts. Thus, FY 2018 actual results provided above may subsequently be revised; the magnitude of the restatement is unknown as of the Valuation Date.
- Hufcor exceeded its revenue budget for each month in Q3 2019, contributing to the 4.5% increase in FY 2019E Adjusted EBITDA from the prior period. Further, the Q4 2019 budget was revised upwards to account for early benefits of the company's operational turnaround. Despite these improvements, FY 2019E Adjusted EBITDA was 9.1% under underwriting projections, largely due to the operational challenges encountered during FY 2018 and FY 2019 not being anticipated at close.
- The FY 2020 to FY 2023 budget shown above is expected to be updated in late Q4 2019 or early Q1 2020 as greater visibility is obtained relating to the company's operational turnaround.

Source: Project Hotel\_IC Deck #2\_06.14.17; Hufcor 5 Year Plan; Hufcor Q2 2019 5 Year Plan (003) 07\_24\_19

(1) FY 2019E Adjusted EBITDA includes \$4.0 million in adjustments from the one-time expense items incurred in September 2019, as noted previously

# Market Approach – Selected Public Companies Analysis

	Selected Multiples		Hufcor Financial Statistic <sup>(1)</sup>	Enterprise Value		
	Low	High		Low	Mid	High
Next Calendar Year:						
Enterprise Value / EBITDA	5.00x	6.00x	\$ 12,182	\$ 60,908	\$ 66,999	\$ 73,090
Selected Public Companies Analysis Indication of Value				\$ 60,908	\$ 66,999	\$ 73,090

## Commentary

- Lincoln concluded a valuation multiple range of **5.00x to 6.00x 2019E EBITDA**. The concluded multiple range was decreased 0.25x from the prior period, given a contraction in market multiples, the unknown magnitude of the company's FY 2018 restatement, and greater uncertainties regarding the success of the company's operational turnaround based on a new management team and other oncoming new-hires.
- In concluding on its valuation multiple range, Lincoln considered the following:
  - Lincoln selected seven public companies in the movable partition and broader building products industry that serve comparable end markets and experience similar supply and demand economics as Hufcor. The selected companies provide a general proxy for market movements and represent industry multiples as a whole. Of the selected public companies, dormakaba Holding AG ("dormakaba") operates as a direct competitor to Hufcor and is considered the closest comparable company.
  - Lincoln selected its 2019E EBITDA multiple range with consideration to the selected public companies' adjusted mean size and profitability adjusted NCY EBITDA multiple of 4.8x. The size and profitability adjusted multiples are calculated with a regression analysis based on empirical data which adjusts the public companies' implied EBITDA multiples for Hufcor's size and margins. In comparison to the aggregate reference set, Lincoln's concluded multiple range generally in line with the adjusted mean NCY EBITDA of 5.7x and ranks close to dormakaba's NCY EBITDA multiple of 5.9x on an adjusted basis.
  - Lincoln did not utilize an LTM EBITDA in the current period analysis given that FY 2018 financials were identified to be potentially inaccurate and subject to a restatement.

(1) Represents 2019E EBITDA

# Market Approach – Selected Public Companies Analysis (continued)

Company Name	Stock Price	% of 52 Week High	Market Capitalization	Enterprise Value	Net Debt / EBITDA	LTM			3-Year CAGR		NCY Projected Growth	
						Revenue	EBITDA	EBITDA Margin	Revenue	EBITDA	Revenue	EBITDA
Comany Inc.	\$ 11.85	80.1%	\$ 105	\$ 42	<i>nmf</i>	\$ 316	\$ 20	6.2%	1.0%	(7.7%)	1.7%	12.2%
dormakaba Holding AG	644.96	81.7%	2,674	3,381	1.4x	2,888	459	15.9%	10.0%	13.6%	(1.2%)	2.7%
HNI Corporation	35.50	79.7%	1,522	1,857	1.7x	2,215	198	8.9%	(0.5%)	(7.8%)	1.0%	13.6%
Inaba Seisakusho Co., Ltd.	13.26	94.9%	233	74	<i>nmf</i>	313	28	9.1%	0.4%	(1.4%)	<i>n/a</i>	<i>n/a</i>
Itoki Corporation	4.14	66.8%	189	198	0.1x	1,130	44	3.9%	3.1%	(11.4%)	5.2%	16.6%
Mean		80.6%	\$ 945	\$ 1,111	1.1x	\$ 1,372	\$ 150	8.8%	2.8%	(2.9%)	1.7%	11.3%
Adjusted Mean		80.5%	648	710	1.4x	1,220	90	8.1%	1.5%	(5.6%)	1.4%	12.9%
Median		80.1%	233	198	1.4x	1,130	44	8.9%	1.0%	(7.7%)	1.4%	12.9%
Hufcor, Inc.					3.5x	\$ 150	\$ 11	7.6%	5.7%	4.4%	9.4%	79.2%

Company Name	EV / LTM EBITDA			EV / NCY EBITDA			EV / NCY+1 EBITDA			3-Year Average EV / LTM	
	9/1/2017	6/30/2019	9/30/2019	9/1/2017	6/30/2019	9/30/2019	9/1/2017	6/30/2019	9/30/2019	Revenue	EBITDA
Comany Inc.	4.0x	3.7x	2.2x	<i>n/a</i>	4.7x	1.8x	<i>n/a</i>	4.3x	1.7x	0.3x	3.5x
dormakaba Holding AG	12.6x	8.5x	7.4x	9.7x	7.7x	7.3x	8.1x	7.2x	6.9x	1.4x	9.6x
HNI Corporation	8.8x	9.2x	9.4x	7.9x	8.0x	8.0x	6.7x	7.2x	7.3x	0.9x	9.7x
Inaba Seisakusho Co., Ltd.	5.0x	2.7x	2.6x	<i>n/a</i>	<i>n/a</i>	<i>n/a</i>	<i>n/a</i>	<i>n/a</i>	<i>n/a</i>	0.3x	3.9x
Itoki Corporation	5.8x	5.7x	4.5x	5.0x	4.6x	4.0x	4.5x	4.4x	3.9x	0.3x	5.7x
Mean	7.2x	5.6x	5.2x	7.5x	6.2x	5.3x	6.5x	5.8x	4.9x	0.6x	6.5x
Adjusted Mean	6.8x	5.5x	4.8x	7.9x	6.2x	5.7x	6.7x	5.8x	5.4x	0.5x	6.4x
Median	5.8x	4.8x	4.5x	7.9x	6.2x	5.7x	6.7x	5.8x	5.4x	0.3x	5.7x

Company Name	Raw Valuation Multiples						Size and Profitability Adjusted Valuation Multiples					
	EV / LTM		EV / NCY+1		3-Yr Average EV / LTM		EV / LTM		EV / NCY		3-Yr Average EV / LTM	
	Revenue	EBITDA	Revenue	EBITDA	Revenue	EBITDA	Revenue	EBITDA	Revenue	EBITDA	Revenue	EBITDA
Comany Inc.	0.1x	2.2x	0.1x	1.8x	0.3x	3.5x	0.1x	2.1x	0.1x	1.8x	0.2x	3.4x
dormakaba Holding AG	1.2x	7.4x	1.2x	7.3x	1.4x	9.6x	0.4x	5.9x	0.4x	5.9x	0.5x	7.3x
HNI Corporation	0.8x	9.4x	0.8x	8.0x	0.9x	9.7x	0.5x	7.4x	0.5x	6.5x	0.5x	7.5x
Inaba Seisakusho Co., Ltd.	0.2x	2.6x	<i>n/a</i>	<i>n/a</i>	0.3x	3.9x	0.1x	2.5x	<i>n/a</i>	<i>n/a</i>	0.2x	3.7x
Itoki Corporation	0.2x	4.5x	0.2x	4.0x	0.3x	5.7x	0.2x	4.2x	0.2x	3.8x	0.4x	5.2x
Mean	0.5x	5.2x	0.6x	5.3x	0.6x	6.5x	0.3x	4.4x	0.3x	4.5x	0.4x	5.4x
Adjusted Mean	0.4x	4.8x	0.5x	5.7x	0.5x	6.4x	0.3x	4.2x	0.3x	4.8x	0.4x	5.4x
Median	0.2x	4.5x	0.5x	5.7x	0.3x	5.7x	0.2x	4.2x	0.3x	4.8x	0.4x	5.2x

Source: Capital IQ and company filings

Note: USD in millions; Adjusted Mean removes the highest and lowest values of data set

# Market Approach – Selected Public Companies Descriptions

Company Name	Ticker	Description
Comany Inc.	TSE:7945	Comany Inc., together with its subsidiaries, manufactures and sells partitions in Japan.
dormakaba Holding AG	SWX:DOKA	dormakaba Holding AG provides access and security solutions worldwide.
HNI Corporation	NYSE:HNI	HNI Corporation manufactures and sells office furniture and hearth products in the United States, Canada, China, Hong Kong, India, Mexico, Dubai, Singapore, and Taiwan.
Inaba Seisakusho Co., Ltd.	TSE:3421	Inaba Seisakusho Co., Ltd. engages in the engineering, manufacture, sale, and support of office furniture and outdoor storage sheds in Japan.
Itoki Corporation	TSE:7972	Itoki Corporation manufactures and sells office and equipment-related products and services in Japan and internationally.

Source: Capital IQ and company filings



# Market Approach – Precedent Transactions Analysis

	Selected Multiples		Hufcor Financial Statistic <sup>(1)</sup>	Enterprise Value		
	Low	High		Low	Mid	High
Next Calendar Year:						
Enterprise Value / EBITDA	5.25x	6.25x	\$ 12,182	\$ 63,954	\$ 70,045	\$ 76,136
Precedent Transactions Analysis Indication of Value				\$ 63,954	\$ 70,045	\$ 76,136

## Commentary

- Lincoln concluded a valuation multiple range of **5.25x to 6.25x 2019E EBITDA**, which decreased by 0.25x from the prior period.
- In concluding its valuation multiple range, Lincoln considered the following:
  - Lincoln referenced the initial purchase price at close of the September 2017 transaction and the identified transactions in the movable partition and broader building products industry that involve acquisition targets comparable to Hufcor, as detailed below:
    - Lincoln identified M&A transactions with publicly disclosed metrics. The identified transactions have an Adjusted Mean LTM EBITDA multiple of 10.7x. Of the identified transactions, Lincoln noted the July 2017 acquisition of Skyfold Inc. (“Skyfold”) for 8.5x LTM EBITDA as the most comparable given the business similarities to Hufcor.
    - Additionally, Lincoln identified three transactions in which Lincoln acted as an advisor in the deal (details are not disclosed for confidentiality purposes). The mean LTM EBITDA multiple and deal size of the transactions was 8.6x and \$136.3 million, respectively.
  - Lincoln determined its valuation multiple range based on the initial purchase price of the company, the Skyfold acquisition, the private transactions that Lincoln has advised on, and the company’s recent developments. In particular, the company has undergone significant organizational change in Q3 2019 and hired external consultants for a spend of \$110 thousand per week; the impact of which on Hufcor’s business is to be determined. Lincoln utilized FY 2019E EBITDA as the value driver in the current period given that LTM and NCY+1 financials could not be relied upon due to the pending restatement and reforecast, respectively. Lincoln’s concluded multiple range remains below the Skyfold acquisition and the private transactions that Lincoln has advised on due to the company’s lower margin profile, and persistent, inherent execution risk in achieving its long-term budget.

(1) Represents 2019E EBITDA

# Market Approach – Precedent Transactions Analysis (continued)

Closed Date	Target	Acquirer	Target Description	Enterprise Value	Enterprise Value / LTM Sales	EBITDA	EBITDA Margin
Apr-19	USG Corporation	Gebr. Knauf KG.	USG Corporation manufactures and sells building materials worldwide.	\$ 6,878	2.1x	14.6x	14.1%
Oct-18	Silver Line Division of Andersen Corporation	Ply Gem Midco, Inc.	As of October 15, 2018, Silver Line Division of Andersen Corporation was acquired by Ply Gem Holdings, Inc. Silver Line Division of Andersen Corporation manufactures and markets windows and patio doors.	190	0.4x	10.0x	4.3%
Aug-18	WWS Acquisition, LLC	PGT Innovations, Inc.	WWS Acquisition, LLC, doing business as Western Window Systems, designs and manufactures aluminum windows and door products in the United States.	360	n/a	19.2x	n/a
Apr-18	Ply Gem Midco, Inc.	Clayton, Dubilier & Rice, LLC	Ply Gem Midco, Inc. manufactures and sells residential and commercial building products in the United States and Canada.	2,261	1.1x	9.9x	11.1%
Mar-18	Ashland Products Inc.	Amesbury Group Inc.	Ashland Products Inc. manufactures residential window and door hardware for the fenestration industry.	101	1.5x	9.0x	16.7%
Dec-17	Poundfield Products (Group) Limited	SigmaRoc plc	Poundfield Products (Group) Limited, through its subsidiary, manufactures precast and prestressed concrete wall and floor for residential to commercial construction projects.	14	1.4x	6.8x	20.3%
Nov-17	Quest Window Systems Inc.	Exchange Income Corporation	Quest Window Systems Inc. manufactures advanced unitized window wall systems used in high-rise multi-family residential projects.	78	n/a	6.7x	n/a
Jul-17	Skyfold Inc.	dormakaba Holding AG	Skyfold Inc. manufactures automated vertical folding wall systems.	86	2.6x	8.5x	30.5%
May-17	Headwaters Incorporated	Boral Industries Inc.	Headwaters Incorporated provides products and services to building and construction materials sectors in the United States and Canada.	2,558	2.4x	14.3x	16.7%
Aug-16	Axiall Corporation	Westlake Chemical Corporation	Axiall Corporation manufactures and markets chemicals and building products in the United States and internationally.	3,753	1.2x	13.7x	8.6%
Jul-16	Rugby IPD Corp.	Hardwoods Specialty Products US LP	Rugby IPD Corp., doing business as Rugby Architectural Building Products, operates as a wholesale distributor of architectural interior building products in the United States.	121	0.4x	9.6x	4.4%
Mean				\$ 1,491	1.5x	11.1x	14.1%
Adjusted Mean				1,056	1.4x	10.7x	13.1%
Median				190	1.4x	9.9x	14.1%
Sep-17	Hufcor, Inc.	OGC		\$ 75	0.6x	7.3x	8.0%

Source: Capital IQ and company filings

Note: USD in millions; Adjusted Mean removes the highest and lowest values of data set

# Income Method – Discounted Cash Flow Analysis

Terminal Multiple Discount Rate	4.50x			5.00x			5.50x			
	17.00%	16.50%	16.00%	17.00%	16.50%	16.00%	17.00%	16.50%	16.00%	
	Low				Mid				High	
Present Value of Discrete Cash Flows	\$ 29,041	\$ 29,311	\$ 29,585	\$ 29,041	\$ 29,311	\$ 29,585	\$ 29,041	\$ 29,311	\$ 29,585	
Present Value of Terminal Cash Flow	41,067	41,822	42,594	45,630	46,469	47,327	50,193	51,116	52,060	
Total Enterprise Value	\$ 70,108	\$ 71,133	\$ 72,179	\$ 74,671	\$ 75,780	\$ 76,912	\$ 79,234	\$ 80,427	\$ 81,645	
Enterprise Value / 2019E EBITDA	5.8x	5.8x	5.9x	6.1x	6.2x	6.3x	6.5x	6.6x	6.7x	
Terminal Value as a % of Total Value	58.6%	58.8%	59.0%	61.1%	61.3%	61.5%	63.3%	63.6%	63.8%	
Implied Value at Exit	\$ 80,089	\$ 80,089	\$ 80,089	\$ 88,987	\$ 88,987	\$ 88,987	\$ 97,886	\$ 97,886	\$ 97,886	
Implied Perpetual Growth Rate	1.3%	0.9%	0.4%	2.7%	2.2%	1.8%	3.8%	3.4%	2.9%	

## Commentary

- Lincoln sensitized the selected discount rate of 16.50% by +/- 50 bps and the exit multiple of 5.00x by +/- 0.5x. The concluded exit multiple was determined based on OGC's underwriting expectations surrounding an exit and the public company and precedent transaction analyses, as discussed earlier in the report, and was maintained from the prior period.
- The discounted cash flow analysis results in an enterprise value range of \$70.1 million to \$81.6 million. This range of enterprise values implied multiples of **5.8x to 6.7x 2019E EBITDA**.
- The Q4 2019 forecast was revised upwards from the prior period due to improved forward expectations vis-à-vis the operations, however, the long-term forecast was maintained beyond FY 2019. Given that the company has fundamentally been stable and achieved consistent demand for its products, the prior period long-term forecast was used in the current period under the same assumptions. Lincoln notes that the long-term plan is anticipated to be reforecast at the end of Q4 2019 or Q1 2020 as the company further progresses through its turnaround, but no further details could be provided as of the Valuation Date.

# Income Method – Discounted Cash Flow Analysis (continued)

	Stub		Projected Year Ending,					Projected CAGR <sup>(1)</sup>
	12/31/2019	12/31/2020	12/31/2021	12/31/2022	12/31/2023			
Revenue	\$ 37,700	\$ 144,362	\$ 148,693	\$ 153,154	\$ 157,748			2.7%
% Growth	n/a	(4.2%)	3.0%	3.0%	3.0%			
\$ Change from Prior	n/a	\$ 0	\$ 0	\$ (0)	\$ 4,594			
Adjusted EBITDA	\$ 3,400	\$ 12,457	\$ 15,199	\$ 16,466	\$ 17,797			21.2%
% Growth	n/a	2.3%	22.0%	8.3%	8.1%			
% Margin	9.0%	8.6%	10.2%	10.8%	11.3%			
\$ Change from Prior	n/a	\$ 0	\$ 0	\$ (0)	\$ 1,331			
Operating Income	\$ 1,800	\$ 4,954	\$ 7,296	\$ 8,162	\$ 9,494			65.4%
% Margin	4.8%	3.4%	4.9%	5.3%	6.0%			
Less: Taxes @ 25.0%	(450)	(1,238)	(1,824)	(2,040)	(2,373)			
Tax-effected EBIT (NOPLAT)	\$ 1,350	\$ 3,715	\$ 5,472	\$ 6,121	\$ 7,120			
Plus: Depreciation & Amortization	1,600	7,504	7,904	8,304	8,304			
Gross Cash Flow	\$ 2,950	\$ 11,219	\$ 13,375	\$ 14,425	\$ 15,424			
Less: Increase in Working Capital	\$ 1,900	\$ (7,160)	\$ (640)	\$ (984)	\$ (1,015)			
Less: Capital Expenditures	-	(2,000)	(2,000)	(2,000)	(2,000)			
Unlevered Free Cash Flow	\$ 4,850	\$ 2,059	\$ 10,735	\$ 11,441	\$ 12,409			
Unlevered Free Cash Flow Growth Rate		(57.5%)	421.3%	6.6%	8.5%			
\$ Change from Prior	\$ (2,654)	\$ (7,594)	\$ (223)	\$ (460)	\$ 508			
Partial Period Factor	1.00	1.00	1.00	1.00	1.00			
Discount Period	0.13	0.75	1.75	2.75	3.75			
Discount Factor	16.5% 0.9809	0.8915	0.7649	0.6566	0.5636			
Present Value of Unlevered Cash Flows	\$ 4,758	\$ 1,836	\$ 8,211	\$ 7,512	\$ 6,994			

Present Value of Discrete Period Cash Flows	\$ 29,311
Present Value of Terminal Cash Flow	46,469
<b>Indicated Enterprise Value</b>	<b>\$ 75,780</b>

Exit Multiple	5.00x
Terminal Value	\$ 88,987
Discount Factor	0.5222
Present Value of Terminal Cash Flow	\$ 46,469

Source: Forecast provided by OGC  
(1) Projected CAGR from FY 2018A to FY 2023E



# Income Method – Discounted Cash Flow Analysis (continued)

Company Name	Total Debt	Preferred Equity	Market Capitalization	Total Capital	Debt to Equity	Debt to Total Capital (Wd)	Effective Income Tax Rate	2-Yr Weekly Levered Beta	2-Yr Weekly Unlevered Beta (Bu)
Comany Inc.	\$ 22	\$ -	\$ 105	\$ 128	21.0%	17.3%	30.6%	0.57	0.50
dormakaba Holding AG	786	-	2,674	3,459	29.4%	22.7%	24.1%	0.57	0.47
HNI Corporation	365	-	1,522	1,887	24.0%	19.3%	22.6%	1.47	1.24
Inaba Seisakusho Co., Ltd.	-	-	233	233	0.0%	0.0%	36.7%	0.35	0.35
Itoki Corporation	176	-	189	365	93.2%	48.3%	30.6%	1.14	0.69
Mean	\$ 193	\$ -	\$ 945	\$ 1,214	33.5%	21.5%	28.9%	0.36	0.65
Adjusted Mean	113	-	648	828	24.8%	19.8%	28.4%	0.29	0.55
Median	22	-	233	365	24.0%	19.3%	30.6%	0.00	0.50
Selected as Most Comparable to Hufcor					25.0%	20.0%	25.0%		0.60

Cost of Equity	Prior Period	Current Period	Notes
Risk-Free Rate (Rf)	2.3%	1.9%	Long-term (20-year) U.S. government debt yield
Plus Equity Premiums:			
Equity Risk Premium (ERP)	6.1%	6.1%	2019 Valuation Handbook: Long-horizon expected equity risk premium (supply-side)
Relevered Equity Beta (BI)	0.71	0.71	Levered betas above per Bloomberg; $BI = Bu \times [1 + (Wd / We) \times (1 - T)]$
Industry Adjusted Equity Risk Premium	4.4%	4.4%	$BI \times ERP$
Size Premium (SP)	5.2%	5.2%	2019 Valuation Handbook: CRSP Decile 10
Company Specific Risk Premium (CSRSP)	8.0%	8.0%	Maintained given early stages of turnaround plan as of the Valuation Date
Cost of Equity (COE)	19.9%	19.5%	$COE = Rf + (BI \times ERP) + SP + CSRSP$
Cost of Debt			
Pre-Tax Cost of Debt	6.7%	6.7%	Based on Lincoln's observed cost of debt capital rates for similar sized companies
Estimated Tax Rate	25.0%	25.0%	
After-Tax Cost of Debt (COD)	5.0%	5.0%	$COD = \text{Pre-Tax Cost of Debt} \times (1 - T)$
Weighted Average Cost Of Capital			
Debt % of Capital (Wd)	20.0%	20.0%	
Cost of Debt (COD)	5.0%	5.0%	
Weighted Cost of Debt	1.0%	1.0%	$Wd \times COD$
Equity % of Capital (We)	80.0%	80.0%	
Cost of Equity (COE)	19.9%	19.5%	
Weighted Cost of Equity	15.9%	15.6%	$We \times COE$
Weighted Average Cost of Capital (Rounded)	17.0%	16.5%	

Source: Capital IQ and company filings

Note: USD in millions; Adjusted Mean removes the highest and lowest values of data set

# Equity Valuation Summary

Enterprise Value Waterfall					
	Low		Mid	High	
FY 2019E EBITDA	\$	12,182	\$	12,182	\$ 12,182
Implied EBITDA Multiple		5.4x		5.9x	6.4x
Concluded Enterprise Value	\$	66,270	\$	72,151	\$ 78,129
Plus: Cash <sup>(1)</sup>		-		-	-
Available for Paydown	\$	66,270	\$	72,151	\$ 78,129
Less: Revolver		(8,750)		(8,750)	(8,750)
Less: Term Debt		(31,939)		(31,939)	(31,939)
Implied Equity Value	\$	25,581	\$	31,462	\$ 37,440

Value of Common					
<b>OGC Initial OpCo Investment</b>	<b>\$</b>	<b>35,300</b>	<b>\$</b>	<b>35,300</b>	<b>\$ 35,300</b>
Investment Hurdle		41,519		41,519	41,519
Residual Equity	\$	-	\$	-	\$ -
Mgmt Share of Residual Equity	10.00%	\$ -	\$ -	\$ -	\$ -
<b>OGC Share of Common</b>	<b>\$</b>	<b>25,581</b>	<b>\$</b>	<b>31,462</b>	<b>\$ 37,440</b>

## Commentary

- Based on the analysis conducted herein, Lincoln concluded an enterprise value range of \$66.3 million to \$78.1 million.
- As shown above, Lincoln determined the fair value as of the Valuation Date of OGC's ownership in Hufcor to be **\$25.6 million to \$37.4 million**.

Note: OGC's investment hurdle calculated based on 8% daily PIK from initial investment date to Valuation Date  
 (1) Cash is assumed to be operational

# Summary of Valuation Methodologies

## Appendix A



# Valuation Methodology and Key Assumptions

## Overview

- Lincoln utilizes several methodologies to estimate the fair value of the Investments. Lincoln's fair value estimates are generally expressed as a range and are considered by the Client in its determination of a single estimate of fair value for each individual security.

## Definition of Fair Value

- The valuations presented herein reflect the ASC-820-20 definition of "fair value" defined as "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date."
- The valuation method for each Portfolio Company varies depending upon industry and company specific considerations. We generally perform a fundamental analysis to establish a risk profile for each company in addition to the application of one or more of the following: (i) market method; (ii) income method; and (iii) enterprise valuation waterfall method.

## Fundamental Analysis

- A fundamental analysis of each Portfolio Company considers such factors as major developments affecting the business, financial outlook, industry dynamics, overall risk profile and other qualitative factors impacting valuation. These considerations are discussed throughout the Report.



# Valuation Methodology and Key Assumptions

## Market Method

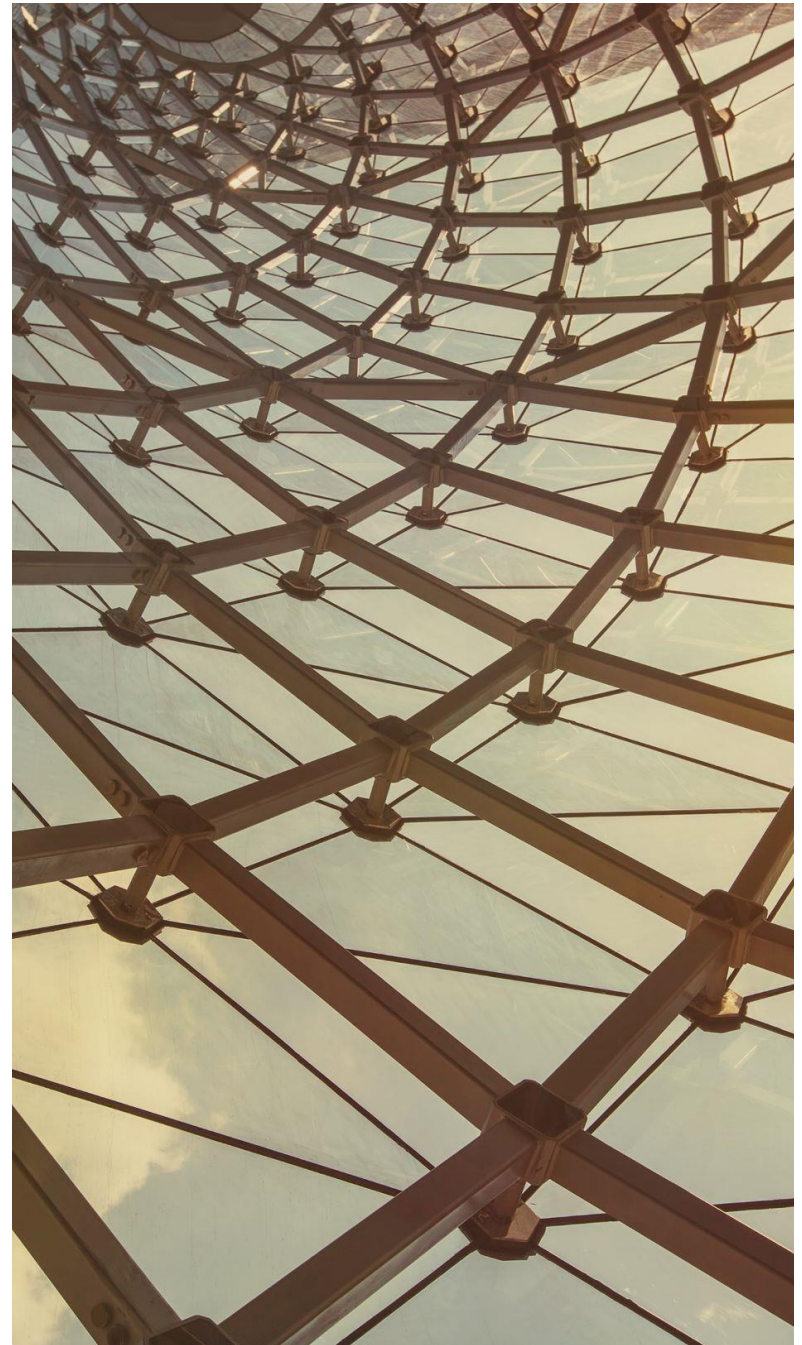
- The market method values the enterprise value of each Portfolio Company based on the observable prices of similar companies. We consider comparable public companies and precedent M&A transactions for both public and private companies, if available. Lincoln also draws on its institutional knowledge of private middle-market M&A valuations.
- The Market Method involves the determination of representative levels of earnings or other operating metrics, such as operating income (EBIT) and earnings, before interest, taxes, depreciation and amortization (EBITDA). Normalizing adjustments may be made based upon the facts and circumstances such as add-backs to EBITDA for non-recurring items. Lincoln selects an appropriate range of market multiples based on analysis of comparable public companies and/or M&A transactions as of the measurement date. We then apply the selected market multiples to the Portfolio Company to determine its enterprise value.
- Because many of the Portfolio Companies are often smaller than larger, publicly-traded companies, the private company M&A metrics may be used.

## Income Method

- The discounted cash flow method (DCF) estimates the present value of the projected cash flows to be generated by the subject company. In the DCF approach, a discount rate is applied to the projected future cash flows to arrive at its present value. The discount rate is intended to reflect all risks of ownership and the associated risks of realizing the stream of projected cash flows.
- Generally, multi-year forecasts for the Portfolio Companies are not available and, as such, the Income Method is used infrequently as a primary method to determine enterprise value. Lincoln may, however, corroborate the reasonableness of its determined multiples derived under the Market Method using the Income Method, based on various estimates and assumptions.
- Lincoln may also utilize a leverage buy-out (LBO) analysis to determine the enterprise value based on a third-party investor's required rate of return over a typical hold period.

# Certifications

## Appendix B



# Certifications

## Background of Patricia J. Luscombe, CFA

Patricia is currently a Managing Director and Co-Head of the Valuations & Opinions Group at Lincoln. Ms. Luscombe joined Lincoln in August 2007. She has more than 20 years experience in financial advisory and valuation services. She has delivered a broad range of corporate finance advice that resulted in the successful completion of corporate transactions and valuation and fairness opinions. Ms. Luscombe has advised portfolio companies of private equity firms and provided them with fairness opinions for transactions, including divestitures and recapitalizations, intra-fund transfer, and fair value accounting. Ms. Luscombe has also advised Boards of Directors of public companies and rendered fairness opinions in mergers and acquisitions and going private transactions. In addition, she has worked with the valuation of many closely held businesses for corporate transactions including acquisitions and divestitures, leveraged buyouts and restructuring/recapitalizations, ESOPs, and related party transactions, for general tax, accounting, litigation and regulatory purposes.

Previously, she spent 16 years at Duff & Phelps Corporation as a Managing Director in the firm's valuation and financial advisory business. Ms. Luscombe was a founding member and Managing Director at Duff & Phelps in a management led buyout which occurred in 1995. Prior to joining Duff & Phelps, Ms. Luscombe was an associate at Smith Barney, a division of Citigroup Global Markets, Inc. where she managed a variety of financial transactions, including mergers and acquisitions, leveraged buyouts and equity and debt financings.

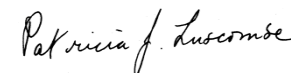
Ms. Luscombe is a member of the Chicago Chapter of the Association for Corporate Growth, the Chartered Financial Analyst Society of Chicago and a former president of the Chicago Finance Exchange.

Ms. Luscombe holds a Bachelor of Arts degree in economics from Stanford University, a Master's Degree in economics from the University of Chicago and a Master of Business Administration degree from the University of Chicago, Booth School of Business.

## Certification

I certify that, to the best of my knowledge and belief:

- The statements of fact contained in this report are true and correct;
- The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions, and are my personal, impartial, unbiased professional analyses, opinions, and conclusions;
- I have no present or prospective interest in the property that is the subject of this report, and I have no personal interest with respect to the parties involved;
- I have no bias with respect to the property that is the subject of this report or to the parties involved with this assignment;
- My compensation is not contingent on an action or event resulting from the analyses, opinions, or conclusions in, or the use of, this report.



Patricia J. Luscombe, CFA

# Certifications (continued)

## Background of Michael R. Fisch, CPA

Michael is a Managing Director of Lincoln's Valuations & Opinions Group where he manages or participates in valuation assignments and markets the firm's services.

Prior to Lincoln International, Michael worked in the M&A department at RBC Capital Markets and spent five years at Ernst & Young LLP, primarily in the Transaction Services Group, providing due diligence and tax structuring services to private equity groups, and restructuring and bankruptcy advice to a variety of corporate clients.

Michael received a Masters of Business Administration degree with concentrations in Finance and Strategic Management from the University of Chicago, Booth School of Business, a Master of Business Taxation degree from the University of Southern California and Bachelor's Degree in Business Administration from California Polytechnic State University. Michael is also a Certified Public Accountant.

## Certification

I certify that, to the best of my knowledge and belief:

- The statements of fact contained in this report are true and correct;
- The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions, and are my personal, impartial, unbiased professional analyses, opinions, and conclusions;
- I have no present or prospective interest in the property that is the subject of this report, and I have no personal interest with respect to the parties involved;
- I have no bias with respect to the property that is the subject of this report or to the parties involved with this assignment;
- My compensation is not contingent on an action or event resulting from the analyses, opinions, or conclusions in, or the use of, this report.



Michael R. Fisch, CPA

# Certifications (continued)

## Background of Larry Levine, CPA/ABV, ASA

Larry is a Managing Director of Lincoln's Valuations & Opinions Group where he manages or participates in valuation assignments and markets the firm's services. Prior to joining Lincoln International, Larry was a Partner in McGladrey LLP's Financial Advisory Services Group – Valuations and Corporate Finance Department.

Larry received a Masters of Business Administration degree with concentrations in Finance and Strategic Planning from the Wharton Graduate School of Business, University of Pennsylvania and a Bachelor's Degree in Accounting and Economics from the University of Albany. Larry is an accredited appraiser from both the American Society of Appraisers and American Institute of Certified Public Accountants, a Certified Public Accountant, on the National Roster of Commercial Arbitrators from the American Arbitration Association, including serving on their Alternative and Complex Investments Committee Advisory Group on Alternative and Complex Investments, and a Certified Licensing Professional from the Licensing Executives Society. He currently serves on committees for the American Society of Appraisers and International Valuation Standards Council.

He has been published or quoted in the following periodicals: Journal of Applied Finance, CNBC, The Washington Post, The New York Times, The Wall Street Journal, Bloomberg, The Deal, Fiduciary and Investment Risk Management Association magazine, Accountancy Age, Journal of Alternative Investments, Mergers & Acquisitions magazine, Valuation Strategies, CFO magazine and CFO.com. He has published three peer reviewed papers on the attributes of securities trading on the over-the-counter bulletin board stock market as well as a paper quantifying illiquidity discounts for stock options.

## Certification

I certify that, to the best of my knowledge and belief:

- The statements of fact contained in this report are true and correct;
- The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions, and are my personal, impartial, unbiased professional analyses, opinions, and conclusions;
- I have no present or prospective interest in the property that is the subject of this report, and I have no personal interest with respect to the parties involved;
- I have no bias with respect to the property that is the subject of this report or to the parties involved with this assignment;
- My compensation is not contingent on an action or event resulting from the analyses, opinions, or conclusions in, or the use of, this report.



Larry Levine