

Curriculum Vitae

Michael Goldman

Certified Public Accountant
Certified Valuation Analyst
Certified Fraud Examiner
Certified in Financial Forensics
Master of Management

Michael Goldman & Associates, LLC
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PROFESSIONAL HISTORY

- **Michael Goldman & Associates, LLC**
Certified Public Accountants and Consultants
Deerfield, Illinois
Principal – since 1996
- **Office 1 Superstores, LLP**
Elk Grove Village, Illinois
Chief Financial Officer
- **Sportmart, Inc. (now Sports Authority)**
Wheeling, Illinois
Controller
- **Handy Andy Home Improvement Centers, Inc.**
Schaumburg, Illinois
Vice President of Finance, Controller
- **Silvestri Corporation**
Chicago, Illinois
Controller
- **Deloitte**
F/k/a/ Deloitte and Touche
F/k/a Touche Ross and Company
Chicago, Illinois
Certified Public Accountant - Senior Auditor

EDUCATION

- **Northwestern University**
J.L. Kellogg Graduate School of Management
Evanston, Illinois
Masters of Management 1981
Specialization in Accounting,
Majors in Finance, Accounting
- **Rice University**
Houston, Texas 1978
Bachelor of Arts in Economics, Managerial Studies

AREAS OF SPECIAL COMPETENCE

- Forensic reviews in insolvency, divorce, fraud, and other business situations or litigation matters
- Litigation support - fraud, fraudulent conveyance, lost profits analysis, breach of fiduciary duties, insolvency, shareholder oppression, valuation
- Corporate reorganizations, development and implementation of turnaround plans for businesses in crisis, assessment of viability for troubled companies
- Bankruptcy advice, negotiations, and trustee services
- Valuations for divorce, bankruptcy, business sales, shareholder issues, and for estate and gift purposes
- Business planning and start-up assistance for new ventures
- Due diligence reviews for business acquisitions

PROFESSIONAL AND BUSINESS ASSOCIATIONS

Certified Public Accountant, Illinois, 1981
Certified Valuation Analyst, 2001
Certified Fraud Examiner, 2002
Certified in Financial Forensics, 2008

Professor, Lake Forest Graduate School of Management
teaching Entrepreneurship and Executive Education courses
Editorial Board, The Value Examiner member July 2008 - Dec
2011, Chairman Jan 2012 - present

American Bankruptcy Institute Commercial Fraud Task Force
special projects leader 2010 - present

Member:

- American Institute of Certified Public Accountants
- Illinois CPA Society
- National Association of Certified Valuation Analysts
- Association of Certified Fraud Examiners
- American Bankruptcy Institute
- Turnaround Management Association

FORENSIC ACCOUNTING ENGAGEMENTS

- Always Open Convenience Stores – Chicago, IL – Court-appointed Examiner
- Prepress Graphics – Chicago, IL – Forensic Accountant for Trustee
- Goldblatts – Chicago, IL – Forensic Accountant for Trustee
- Coastline Mfg and related companies – California – Forensic Acct for Secured Creditor
- Gyncor – Chicago, IL – Forensic Accountant, Valuation Expert for Secured Lender
- Chicago Extruded Metals - Chicago, IL – Forensic Accountant for Creditor
- Forest Financial Corp –Illinois - Forensic Accountant for Trustee
- Prime Leasing – Illinois - Forensic Accountant for Trustee
- Republic Windows - Illinois - Forensic Accountant for Trustee
- Investigated suspicions of loan fraud on a portfolio of residential apartment buildings
- Retained as expert witness in an accounting mal-practice case involving fraud
- Consulted to the loss prevention department of a major national franchisor
- Retained as expert witness in numerous shareholder dispute cases
- Retained as expert witness in numerous commercial fraud cases
- Retained as expert witness in a legal mal-practice case involving potential hidden assets
- Retained to review numerous companies experiencing cash shortages for indications of fraud
- Retained in numerous divorce cases with suspicions of hidden assets or misstated income
- Designed and taught a 40-hour course on internal control to a \$500 million company to assist them in satisfying terms of an SEC consent decree.
- Assisted a manufacturing company in determining the extent of fraud committed by employees
- Assisted a major commercial bank in defending against lender liability claims
- Assisted in suits against trustees for breach of fiduciary duties
- Investigated suspicions of fraud committed by the managing member of two real estate development LLCs
- Assisted a secure lender in evaluating its position and establishing its strategy in a company rendered insolvent as the result of management fraud against the creditors
- Lost-profits analysis in behalf of a plaintiff law firm
- Retained by a county housing authority to review fraud in subsidized housing
- Retained by a nation-wide franchisor to investigate allegations of fraud by its largest franchisee
- Retained by the trustee of the estate of the former CEO of a national financial firm under investigation for a \$200 million shortfall in customer funds

OTHER BANKRUPTCY OR ASSIGNMENT FOR THE BENEFIT OF CREDITORS CASES

- Crowleys Department Stores – Michigan – Consultant for Secured Lender
- Anicom – Chicago, IL – Consultant for the Liquidators
- Sports Shoe – Georgia – Consultant for the Liquidators
- Microelectronic Modules Corp – Wisconsin – Consultant to Junior Lender
- Crown Simplimatic – Delaware – Assist with Prosecution of Avoidance Actions
- IFC Credit Corp – Pre-petition Consultant to the largest Secured Creditor
- 401 Properties Limited Partnership - Illinois - Expert Witness for Secured Creditor
- 3730 North Southport LLC - Illinois - Expert Witness for Secured Creditor
- KPaul Properties, LLC. - Indiana - Expert Witness for Debtor (Receivership case)
- Office 1 Superstores – Chicago, IL – Debtor in Possession

- American Paper – Ohio –Debtor in Possession
- Kenny Industrial Services – Chicago, IL –Debtor in Possession, Consultant to Trustee
- Birch Telecom – Kansas City, MO – Interim CFO
- Hoboken Wood Flooring – Wayne, NJ - Assisted Chief Restructuring Officer
- Fitigues – Scottsdale, AZ - Consultant for Assignee
- International Group of Companies - Chicago, IL – Financial advisor to Debtor

INTERIM MANAGEMENT

- \$35 million technology company - Chief Restructuring Officer, stabilized company and prepared it for sale after fraud committed by management
- \$80 million retail company - Interim CFO, turnaround situation
- Numerous small companies (\$1 million - \$25 million) Interim CFO
- \$10 million food manufacturing company – Chief Restructuring Officer

BUSINESS VALUATION ENGAGEMENTS

Valuations of the following businesses in divorce cases:

- Two separate electrical contractors
- A mortgage broker
- An HVAC contractor
- A home improvement contractor
- An apparel manufacturer
- A pet grooming business
- A 5-partner legal practice
- A liquor store
- An excavation contractor
- A kosher kitchen restaurant / caterer
- A set of residential apartment buildings
- An architectural practice
- A biotech start-up
- A commercial printer
- A Beauty Salon
- A ski and snow equipment distributor
- A specially gourmet restaurant

Valuations of the following entities for estate and gift tax purposes:

- Family Limited Partnerships for estate tax purposes
- A lumber yard and home center
- A \$5 million metals manufacturer
- A \$40 million metals manufacturer
- A plastics and chemicals manufacturer
- A real estate holding company

Valuations of the following entities for insolvency or dispute purposes:

- A \$30 million privately held manufacturer
- Liquidation analysis of a \$100 million regional retail company
- Liquidation analysis and going concern valuation estimates of a \$30 million retail company
- Assistance on the inventory appraisal of a \$1.4 billion manufacturing company
- Assistance on the inventory appraisal of a \$1.5 billion retail company.
- Assistance with preparation of a case involving damages for lost profits in a franchise suit.
- Valuation of a \$55 million high technology firm for solvency and investment purposes.
- Valuation of a \$25 million retailer for purposes of a fraudulent conveyance action
- Valuation of a \$1.2 million medical practice for purposes of a fraudulent conveyance action.
- Assisted the attorney in valuation issues of a \$450,000 advertising agency in a shareholder dispute.
- Valuation of a \$24 million printer for shareholder buy-out purposes
- Valuation of a \$13 million distributor for shareholder buy-out purposes
- Valuation of a \$10 million food manufacturer for a shareholder dispute
- Valuation of a family-style restaurant for a lost-profits analysis
- Valuation of a \$3 million garden center for negotiation with tax authorities
- Valuation of a \$3 million paper recycling company for a shareholder dispute
- Valuation of a \$12 million distributor of ski and snow sports products for shareholder buy-out purposes
- Valuation of a \$2 million on-line auction company for shareholder buy-out purposes

Valuations of the following entities for merger and acquisition purposes or buy/sell agreements:

- Valuation of a \$1 million printing company for acquisition purposes
- Valuation of a \$5 million tree service company for buy/sell purposes
- Valuation of a \$10 million specialty contractor for buy/sell purposes
- Valuation of a start-up specialty food distributor for investment purposes
- Due diligence / informal valuation of a \$2 million mailing-house company

Valuations of the following for financial reporting purposes:

- Valuation of customer lists for three acquired service companies
- Valuation of a note receivable relating to an acquisition pay-out

TESTIFYING EXPERIENCE AS EXPERT WITNESS

- In re: S&O, Inc.(99 B 6877), Always Open Gas Marts, Inc.(99 B 6883), and Always Open Franchising Corp.(99 B 6883) - Bankruptcy Court, Northern District of Illinois.

Provided various testimony and reports as needed in 1999 as court- appointed Examiner in bankruptcy case.

- Wendy Weisman v. Schiller, DuCanto & Fleck (No 00 L 13656, Circuit Court of Cook County, Illinois, Law Division)

Deposition - September 2003; Testimony - January 2004

- Fane Lozman v. Gerald Putnam (No 99 CH 11347 Circuit Court of Cook County, Illinois, Chancery Division)

Deposition – May 2003, November 2004; Testimony - December 2004

- In re: Pre-Press Graphics Company, Inc. Debtor, David Leibowitz, Trustee v. Robert M. Beevers. Bankruptcy No. 02-08292, Northern District of Illinois. Adversary Proceeding 04 A 04001.

Testimony – September 2005

Deposition – February 2006 – derivative action against Community Banks of Colorado

- In re: Goldblatt's Bargain Stores, Inc. Debtor, David Leibowitz, Trustee v. Patrick Kane, William Kane, Jon Amato, Lionel Goldblatt, Edward Schroeder, PJW LLC, JWP LLC, Goldblatt Development Group LLC, and Fairway Distribution Services Inc. Bankruptcy No. 03-B-10796, Northern District of Illinois. Adversary Proceedings 04A4204, 05A470, 05A467, 05A464, 05A465, 05A466, 05A471, 05A472, 05A462, 05A4663, 05A468, 05A469, and 04A3385

Submitted expert opinions; Deposition - October 2006

- Express Carryout, Inc., Ted Kamenos and Andreas Sarris vs. Chicago Trust Company as Trustee U/T/A Dated November 4, 1998 and known as Trust #1106522 Dated February 4, 1999 and Recorded February 18, 1999 as Document Number 99162834 and the Kopley Group V, L.P.; In the Circuit Court of Cook County, Illinois County Department, Law Division No. 03 L 004958

Submitted valuation analysis; Deposition - February 2007

- In Re The Marriage of Maureen L. Pullen, Petitioner and John M. Pullen, Respondent in the Circuit Court of Cook County, Illinois, County Department, Domestic Division. 07-D2-30434

Submitted expert opinions; Testimony – June 2009

- In Re The Marriage of Carol Ann McCullough, Petitioner and Joseph T. McCullough, Respondent, in the Circuit Court of Cook County, Illinois, County Department, Domestic Division. 06-D-7543

Submitted expert opinions; Deposition – July 2009

- Eisenberg & Riley, S.C. vs Eisenberg, Weigel, Carlson, Blau & Clemons, S.C., Joseph W. Weigel, David M. Blau, Chris M. Clemens, Ameritech Publishing, Inc., in the State of Wisconsin Circuit Court, Milwaukee County 05-CV-2731

Submitted expert opinion; Deposition – December 2009; Testimony February 2010

- In Re: 401 Properties Limited Partnership, Debtor. Chapter 11 Case No. 10- 28114, Northern District of Illinois.

Testimony - August 2010

- First Merchants Bank, National Association v. KPaul Properties, LLC; CDUB, LLC; KPaul Corporation, Kevin Paul, P.F. Group, LLC; P.F. Group II, LLC; P.F. Group III, LLC (Cause No. 49D12-1111-PL-044506 in the Marion Superior Court, County of Marion, State of Indiana)

Testimony - November 2011

- Ray A. Fox v. Wexford Health Sources, Inc., Dr. Constantine Peters, Terry McCann, Former Warden of Stateville Correctional Center, and others. Case No. 09 C 5453 in the United States District Court for the Northern District of Illinois, Eastern Division

Deposition - March 2012; Testimony January 2013

- Dupage Housing Authority v. multiple tenants allegedly paid inappropriate housing subsidies, Administrative Hearings, Wheaton, IL.

Testimony - March 2012

- Michael Grondahl, Marc Grondahl, and Chris Rondeau v. Jeffrey Innocenti, Luigi Laverghetta, and James Innocenti V. Pla-Fit Health, LLC and Planet Fitness Holdings, LLC. Docket No. 11-cv-00591-SM in the United States District Court, District of New Hampshire

Submitted expert Declarations - May 2012

- In re Republic Windows & Doors, LLC, Debtor. United States Bankruptcy Court, Northern District of Illinois, Eastern Division. Chapter 7 Case No. 08-34113

Submitted expert Opinion - May 2012

- Charles R. Lohr, individually and as a shareholder of Phoenix Paper Products, Inc. v. Terry Havens, individually and as a shareholder, director, and officer of Phoenix Paper Products, Inc., and Samuel J. Morris, individually and as a shareholder, director, and officer of Phoenix Paper Products, Inc. In the Circuit Court for the Thirteenth Judicial Circuit of Illinois, LaSalle County, Ottawa, Illinois Chancery Division No. 03-CH-688

Testified - January 2013

- David A. Fabri v. The Elgin State Bank, a State Banking Association. State of Illinois, in the Circuit Court for the Fifteenth Judicial Circuit, County of Lee. Case No. 2005 L 31

Submitted expert report - January 2013

- The Official Committee of Unsecured Creditors of XMH Corporation F/K/A Hartmarx Corporation et al v. ENC Apparel, Inc. United States Bankruptcy Court, Northern District of Illinois, Eastern Division. Adversary Proceeding No. 10-02092

Submitted expert report - February 2013

- The Official Committee of Unsecured Creditors of XMH Corporation F/K/A Hartmarx Corporation et al v. M.X.F Designs, Inc. and Prime Business Credit Inc. United States Bankruptcy Court, Northern District of Illinois, Eastern Division. Adversary Proceeding No. 10-02113

Submitted expert report - February 2013

- Ninos Andrews v. UBS Securities LLC. FINRA Case #11-04305 before an Arbitration Panel of the Financial Industry Regulatory Authority, Chicago, Illinois

Testified - March 2013

OTHER TESTIFYING EXPERIENCE

- CMC Leasing v. Prime Leasing – Cook County, Illinois
Deposition – July 2001 as a fact witness in a commercial dispute
- Office One Superstores – Bankruptcy, Northern District of Illinois
Testified to numerous issues as required by the court as a fact witness in 1996 - 1998
- Riviera Cabinets v. Handy Andy – Federal Court, Akron, Ohio
Deposition – January 1993 as a fact witness in a commercial dispute
Testimony – April 1993 as a fact witness in a commercial dispute

ARTICLES PUBLISHED IN PROFESSIONAL JOURNALS AND BOOKS

- **Sniffing out Fraud Can Lead to New Opportunities** published in the January / February 2006 edition of **The Value Examiner**, a professional development journal for the consulting disciplines published by the National Association of Certified Valuation Analysts.
- **Finding Hidden Income** published in the September 2006 edition of **Illinois Family Law Report**, a monthly guide for Illinois Family Law practitioners.
- **Is it Fraud or Incompetence?** published in the May / June 2007 edition of **The Value Examiner**, a professional development journal for the consulting disciplines published by the National Association of Certified Valuation Analysts.
- **Book Review – The Handbook of Fraud Deterrence** published in the July / August 2007 edition of **The Value Examiner**, a professional development journal for the consulting disciplines published by the National Association of Certified Valuation Analysts.
- **Chapter 5** of the book **Fraud Casebook – Lessons from the Bad Side of Business** edited by Joseph Wells and published by the Association of Certified Fraud Examiners and Wiley Publishing, 2007
- **Forensic Investigation of a Professional Practice** published in the Summer 2008 edition of **American Journal of Family Law**, a quarterly journal focusing on current issues in family law practice.
- **Valuation of Start-up and Early Stage Companies** published in the July / August 2008 edition of **The Value Examiner**, a professional development journal for the consulting disciplines published by the National Association of Certified Valuation Analysts.
- Book Review - **Expert Fraud Investigation: A Step-by-Step Guide** published in the September / October 2009 edition of **The Value Examiner**, a professional development

- journal for the consulting disciplines published by the National Association of Certified Valuation Analysts.
- **Chapter 3A** of the 2009 edition of **Valuing Professional Practices and Licenses**, a book with annual supplements edited by Ronald L. Brown and published by Aspen Publishing.
 - **Market Turmoil May Require New Ways to Build-up Cost of Capital** published in the January / February 2009 edition of **The Value Examiner**, a professional development journal for the consulting disciplines published by the National Association of Certified Valuation Analysts.
 - **Chapter 2** of the **Commercial Fraud Manual** published by the American Bankruptcy Institute in 2010.
 - **The New Appreciation of Risk** published in the September / October 2011 edition of **The Value Examiner**, a professional development journal for the consulting disciplines published by the National Association of Certified Valuation Analysts.
 - **Chapter 14** of **Strategic Alternatives for Distressed Businesses, Tax Considerations When Deciding on a Pathway** published in January 2012 by Westlaw.
 - Book Review - **Forensic Analytics: Methods and Techniques for Forensic Accounting Investigation** published in the November / December 2011 edition of **The Value Examiner**, a professional development journal for the consulting disciplines published by the National Association of Certified Valuation Analysts.
 - **How to Speak Accountant**, a series of articles published in the December 2011, February 2012, and April 2012 editions of **The Corporate Counselor**, a newsletter for chief legal officers and in-house counsel published by ALM.
 - Book Review of **Painting with Numbers: Presenting Financials and Other Numbers So People Will Understand You** published in September / October 2012 edition **The Value Examiner**, a professional development journal for the consulting disciplines published by the National Association of Certified Valuation Analysts.

SPEAKING ENGAGEMENTS

- **Guarding Your Business Against Fraud** – Seminar hosted by West Suburban Bank, June 2008
- **Investigating Commercial Fraud** – Panel Speaker at the annual meeting of the American Bankruptcy Institute, April 2010
- **Scary Lending Stories** – Presentation to the Chicago Chapter of the Risk Management Association, October 2010
- **Bankruptcy Law, Finance, and Accounting Primer Workshop** – Panel Speaker at Chicago Chapter meeting of the Turnaround Management Association
- **What You Need to Know About Fraudulent Conveyance Law** – Webinar presentation, June 2012
- **Defining Insolvency in Fraudulent Conveyance Law** – Presentation at the State Capital Group's annual meeting, October 2012