THE COMPANY

MSC is a consulting firm specializing in crisis management for troubled companies, forensic accounting, internal management accounting, controls, and MIS systems. Our staff of professionals is comprised mainly of Certified Public Accountants, many of them with Big Five accounting experience, and other financial, MIS and CAS experts.

MSC was formed to fill a void in the business environment. We have found that many businesses do not have either the personnel or the resources to provide management with the information needed to quickly respond to changes in economic conditions. As forensic consultants, MSC uses its knowledge base of operations, accounting, and systems to accurately recreate and interpret historical financial information.

MSC has provided services to financial institutions, public corporations and privately held corporations in a variety of industry areas. Wehave an excellent track record and are recommended by major accounting firms, banks and law firms to provide a cost effective solution for their clients.

PRINCIPAL PROFILE

Barry Sorrentino Co-Founder and Managing Partner – Barry graduated from Pace University in the late ‘70’s with Bachelor of Business Administration majoring in Accounting. From 1975 through 1980, he was the Controller of a direct mail order company. A leading manufacturer acquired that company in 1981 and Barry became the Chief Financial Officer until1992. As the CFO he spearheaded a team in taking the company public, created a computerized cash flow and was instrumental in securing a new, comparable asset based line of credit at a substantial savings. Over the years Barry has been successful in both restructuring and developing strategic alliances for companies in various industries including manufacturing, distribution, importing, apparel, electronics, automotive suppliers, high tech firms and the newspaper industry. His extensive background in operations, cash management and improving controls has allowed him to work closely with major lenders, accountants, attorneys and finance companies in creating financial opportunities. Many of the Accounting firms rely on his hands on accounting ability to help their clients straighten out and maintain their books and records. He founded MSC in 1993 with David Mandelbaum. Barry is married with 3 children and is a member of numerous credit and financial industry associations.

David Mandelbaum CPA Co-Founder - David graduated Magna Cum Laude from Touro College in the early '80s with a B.S. in Accounting and received his C.P.A. license. David served in public accounting with a number of mid-size firms and started his own successful practice in 1989. He is an expert in MIS, computerized accounting techniques, financial data analysis, financial business plan and projection analysis and creation. His client base consisted of national fast food franchises, electronic equipment distributors, labor unions, real estate developers, apparel industry, manufacturing and insurance industry accounts. He has represented clients before the New York State Sales Tax Authority audit division and forensically accounted for a number of years of activity to the satisfaction of the State authority. Over the years he has conducted various seminars on financial accounting and tax issues. He founded MSC in 1993 with Barry Sorrentino. David is married with 3 children and is a member of the NYSSCPA.

1876 Route 27, Suite 205 ♦ Edison, New Jersey 08817 ♦ Tel. (212) 997-6844 ♦
www.mscllc.com e-mail: admin@mscllc.com

KEY PERSONNEL PROFILE

Robert (Bob) Moss, Director of Business Development - Bob graduated from Pace University. He has spent over 30 years in management positions in a variety of industries including banking, factoring, consulting and manufacturing. Bob's varied background is both in credit, accounts receivable and business development. He was a senior credit officer for a large international bank and was responsible for all workouts, director of credit for a fortune 1000 company and a credit executive in the factoring industry. Bob had his own consulting business for several years and most recently was business development manager for a large national accounts receivable and chargeback company. Bob has extensive experience in most consumer product industries, importing and trade finance. He has done many presentations and speaking engagements on chargebacks and accounts receivable management before banks and accounting firms as well as various groups including the NYSSCPA'S and New York Institute of Credit (for CPE credit for CPA's).

Jeff Meiskin, Senior Business Consultant and Director of Business Development – Jeff graduated from Temple University with a BBA in Accounting and is a CPA (currently in-active). He is a business executive and entrepreneur with over 30 years domestic and international business experience in owning, operating and running businesses in multiple industries. During his career he has had equity, managerial and board positions in start-ups and mature companies. Jeff started his career in public accounting at KPMG from 1984 to 1988. From 1989 to 2006 he worked at a major importer and distributor of Apparel. There he held positions of increasing responsibility from Controller, VP of Finance & Administration, CFO, Director, Officer and Partner. From 2006 to 2009 he was a Partner and EVP/CFO for a regional real estate development, management and investment company where he oversaw raising capital, acquisition due diligence, and administrative functions.

In 2009, Jeff founded Jalan Financial Consulting LLC which provides business advisory services to startups and small to medium sized businesses. Having been an employee, owner, director and consultant, Jeff has the unique fortune of being able to look at a business from multiple angles. He uses a "hands on" entrepreneurial approach working closely with C-level executives in need of change management, transformation, and turn around to help them identify and implement strategic and operational improvements that increase efficiencies and productivity. He understands how to move businesses to the next level of success by maximizing shareholder return, creating value and monetizing company assets. Over the years he has worked with businesses in private equity, consumer products, distribution, real estate, technology, retail, financial and professional services, and international trade.

Frank Turner Senior Business Consultant – Frank graduated with a BA in Economics from Westminster College located in Missouri and an MBA with a finance concentration from Purdue University. He is a Certified Turnaround Professional with the Turnaround Management Association.

During his 30-year career in commercial and investment banking, Frank has led a variety of corporate debt restructurings totaling more than $12 billion. His turnaround transactional experience encompasses both in- and out-of-court restructurings, debtor-in-possession and exit loans, equity rights offerings, debt-to-equity exchanges, shareholders agreements, and reconstituting management teams and board of directors.

Frank's career includes working for one of the largest commercial banks in the U.S., first as a commercial lending officer than as a loan syndicator in the bank's capital markets division. He then joined the capital markets desk of one of the largest investment banks in the U.S., where he worked on the trading desk structuring and pricing over $25 billion in leveraged loan transactions primarily for middle market companies. Frank then managed a $40 billion loan portfolio encompassing 500 borrowers across Europe and North America and was responsible for all work-out loans. Frank has been a partner in an asset management firm specializing in creating structured vehicles to invest in non-investment grade loans and has been engaged by troubled companies to advise their boards and management teams. Frank is a member of the Turnaround Management Association, Association of Insolvency and Restructuring Advisors, and the American Institute of Bankruptcy.

David Rauch, CPA, MBA – Senior Consultant - Dave has a BBA in Accounting from Baruch College, an MBA in Finance from Pace University and is a CPA in New York State. He is a member of the AICPA, and at the NYSSCPA, he chaired the CFO and other industry committees. Dave is a hands-on team leader with an energetic work ethic and bottom line focus.

Dave started his career with one of the Big 5 accounting firms and then worked for three of their clients for the next 18 years: an international manufacturing company, where he held various financial management positions and established a three-day monthly close; a diet and health food manufacturing company, where as Controller he established accounting and inventory controls to facilitate their tremendous international expansion; and a publicly held parking and real estate company, where as the CFO, he took the company private by obtaining the necessary financing.

On numerous occasions Dave held the CFO/Controller position at companies in various industries, where he facilitated the company either going public or being acquired by a publicly- held company, by improving accounting procedures and internal controls, accelerating the monthly and annual closing processes and preparing due diligence requirements. Dave spent the last ten years as Controller of a publicly held real estate investment trust. His hands-on approach facilitated the going public process, established the SEC financial reporting and SOX compliance reporting, and implemented procedures and controls to enable the company to acquire over 80 properties throughout the country.

David Nadler – Senior Consultant - David, has been a working CFO since 1986. David has held various executive level positions and acted as a team leader for special projects for publicly held companies with revenues as high as $1B. In his various capacities including Chief Financial Officer, Controller, Vice President of Finance and Operations, David worked with companies involved with Internet Technology, logistics, precious metals, manufacturing, import and distribution among others. From 1974 to 1986, he was principal of David Nadler & Company, CPA, P.C., which provided accounting, tax and financial consulting services. He is a graduate of Pace University and a member of the AICPA, NYSSCPAs, Turnaround Management Association (TMA) and Risk Management Association (RMA). David offers over twenty-five years of business management, financial analysis, consulting, general accounting, tax, audit and budgeting experience. He is a CPA with diversified industry exposure, exceptionally strong analytical and problem solving skills and a track record of achievement.

George Fischer, CPA/CGMA – Senior Consultant – George has a BA in Accounting from Queens College of the City University of New York. He is a CPA licensed in New York State and a member of the AICPA. He served as Chair of the NYSSCPA CFO committee and on several other professional committees. He is a member of the Financial Executives International (FEI) and Financial Executive Networking Group (FENG) organizations. A senior level executive with more than 40 years experience ranging from start-up to Fortune 500 companies, in consumer goods, retail, manufacturing, service companies, financial services, distribution, import, export and international.

George started out in public accounting with one of the then Big 8 CPA firms before moving to several mid-size firms and then entered the private sector. He started out as accounting manager and has since held positions with numerous companies as Controller or CFO, including family owned, and publicly held companies where he was responsible for completing and filing all SEC required reports, narratives and proxy documents and where he developed a solid, ground floor understanding of Sarbanes Oxley. As a controller and CFO for privately held companies he utilized a hands-on approach and was involved in developing, implementing and maintaining procedures and policies, preparing internal/external financials, leading teams in claims negotiations and settlements positively impacting the bottom line.

He has also worked as an outside consultant to a multitude of companies in many industries where he exhibited his ability to step in, assess the existing situations and needs, quickly roll up his sleeves and immediately tackle and overcome difficult work and/or personnel situations.

Howard Marmel, CPA/MBA – Senior Consultant -Howard has a BA in Psychology from Brooklyn College of the City University of New York. He is a CPA licensed in New York State (currently in-active) and a member of the AICPA. Howard is a member of the Financial Executives Networking Group (FENG) organization. A senior level executive with more than 40 years of experience in disposable medical supplies, retail, manufacturing, entertainment/royalty, service companies, import and wholesale sales, and a mission driven not for profit organization.

Howard began his career in private industry for a large telecommunications company before moving to several smaller and mid-size CPA firms prior to entering the private sector. Howard has held the position of Controller for varied companies including a privately owned chain of retail shoe stores, a world renowned rock and roll band, manufacturing of women's hats and hair accessories, a privately owned digital data storage and retrieval entity and electrical supply sales. In the role of controller Howard always exhibited a hands-on roll up sleeves person in maintaining policies and procedures, preparing internal/external financials, mentoring support staff and maintaining a watchful eye protecting company assets. As an outside consultant for a world renowned not for profit he was responsible for tax issues and tax return preparation, maintaining fixed asset records, playing an integral roll in budget preparation and cost cutting in eight different profit centers. He uncovered an unlawful scheme of extortion in the facilities department. Howard has been successful in utilizing a healthy degree of skepticism in assessment of records, documentation and existing situations.

Richard Mould - IT Director – Richard has over 25 years of management experience in the industrial electronics and computer fields and has held senior positions as Chief Electrical Engineer and Chief Information Officer for several companies. During the past 15 years, Richard has focused on software engineering. He has been successful in integrating his knowledge of manufacturing processes with his programming skills to produce efficient large scale data applications. He has developed a specialty working with inventory systems and the integration of smart machines to those systems for factory IT. Since 1999 he is fully certified by Microsoft as a Microsoft Certified System Engineer enabling him to set up the various systems and networks for which he develops programs.