

The
FINANCIAL VALUATION
GROUP
OF MISSOURI. LLC

RALPH E. OSTERMUELLER, ASA, CPA/ABV, CFE



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St. Louis, Missouri 63011-4420
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TESTIMONY EXPERIENCE:

Mr. Ostermueller first testified as an expert witness in 1981. He has since testified in multiple U.S. local & state circuit & probate courts, in various Federal courts and in multiple Canadian Supreme courts regarding a broad range of Business Valuation, Compensation Reasonableness, Forensic Accounting and Civil Damages-related issues over the past 35 years. His testimony has survived multiple *Daubert*-related challenges. He has also testified in

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mediation and arbitration settings as an expert witness, and also has acted as a neutral and under joint retention agreements, upon request by opposing counsel.

In 2001, he was appointed to serve as Instructor for the AICPA/**Thurgood Marshall Federal Judicial Center** joint program for Federal courts' judges, held at the Center's Washington, D.C. national training/ A-V facility. The program he co-developed & co-presented, ***Business Valuation & Use of Experts by the Federal Judiciary***, included a full day videotaping for distribution to the U.S. Federal Judiciary and a full day class presentation to the attending Federal Judiciary from the U.S. Tax, Claims, District & Bankruptcy courts.

WORK EXPERIENCE

1995 Managing Member and Owner
to THE OSTERMUELLER GROUP, L.L.C. ("TOG")- St. Louis, MO - Business Valuations,
Present Executive Compensation Reasonableness & Forensics/Fraud related consulting/ services,
Mediation Services, Litigation Support/ Testimony and Services/ Consulting for small to
medium-sized entities' Capital/ Debt financing and Merger/ Acquisition transactions.

TOG is a member firm of the Financial Consulting Group (FCG). FCG is a national organization of 100+ BV practices and related firms who have pooled their technical expertise and created large organization synergies. FCG member firms share their specific valuation/litigation experience and industry knowledge to develop shared processes and methodologies that increase the ultimate effectiveness and quality of services to each firm's clients.

TOG is a CPA firm with a niche practice, providing only business and intangible asset valuation/Executive Compensation/ litigation support/ M&A/ forensic accounting - related services to entities in the U.S., Canada and UK, including mediation/dispute resolution forums and primarily serving attorneys, CPAs and their public and private entity clients, as well as private entity stakeholders, individuals and the courts.

Financial Valuation Group of Missouri, LLC (FVG MO) and Executive Compensation Solutions, Inc. (ECSI) are entities related to TOG via common ownership.

2002 Managing Member
to THE FINANCIAL VALUATION GROUP ("FVG")-
2009 St. Louis, MO office

FVG, dissolved in 2009 after the death of its Co-founder, James Rigby, was one of the leading business valuation consulting and litigation service firms in North America and provided services throughout the United States and Latin America, having offices in Atlanta • Boston •

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Chicago • Des Moines • Fort Lauderdale • Great Falls • Kansas City • Los Angeles • Oakland
• Saint Louis • Silicon Valley • Tampa.

FVG was a founding member firm of the Financial Consulting Group (FCG).

For FVG's St. Louis office, Mr. Ostermueller was responsible for the acquisition, conduct and management (including related expert testimony) of national and local assignments including business valuations, executive compensation reasonableness issues, forensic/ fraud/ litigation support, SFAS 141/ 142, M & A, and related expert witness/ economic damages and mediation/arbitration, all activities he now continues with his own firm, The Ostermueller Group, LLC .

1982
to
1994
OSTERMUELLER & ASSOCIATES, P.C. - Certified Public Accountants - A St. Louis based CPA firm providing, primarily, management consulting services, including Compensation/Human Resources Systems, Financing/Strategic Planning and General Management Advisory Services.

MID AMERICA CORPORATE VALUATION SERVICES - A division of Ostermueller & Associates, P.C., providing business valuation and expert witness services.

1981
to
1982
VENTURE RESOURCES GROUP (Boston) - Manager of Merger and Acquisition Services (Midwest US) and St. Louis Franchisee for VR Business Brokers. Advised on valuations for over 200 closely held businesses. Formed and operated brokerage for purchase/sale of small businesses

1976
to
1981
Senior Manager
GRANT THORNTON INTERNATIONAL, St. Louis, Missouri
Certified Public Accountants and Management Consultants

Initiated department serving local and state governments; promoted to Director-Management Advisory Services Department.

Additional personal assignments included

- Valuation of closely held stock/expert witness services
- Human resources consulting (position evaluation and compensation plans, executive search, and organization analyses)
- Computer and systems' evaluations, designs and installation
- Governmental operational audits (purchasing, EDP, EEOC, treasury, insurance/risk management, law enforcement)
- Initially appointed Account Administrator for client services (audit, tax and consulting) and Recruiting Director for professional staff. Named to National Recruiting Team. Member of local office Practice Development Team

1972
to
National Representative
HBE CORPORATION, St. Louis, Missouri

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1975 Nation's largest design/constructor of health care facilities; also, financial institutions, hospitality industry and HBE-owned ski area.

Traveled extensively to generate, develop and close leads for health care projects in U.S. Assisted client board and management in assessment of financial needs, debt-service ability, acquisition of project financing and of required regulatory planning approvals. Monitored each project until completion of design and regulatory approvals and final construction contract signatures.

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WORK EXPERIENCE

1971 Vice President and Controller
to STOCKYARDS BANK, Oklahoma City, Oklahoma (Lead bank in a five-bank group
1972 (common ownership)).

As Chief Financial Officer, managed the investment portfolio; set fiscal, tax, and accounting policy; and provided all internal and external financial reporting. Operated profit planning and budgeting systems for cash management and for all other assets and liabilities

1967 Management Consultant
to PEAT, MARWICK, MITCHELL AND COMPANY, St. Louis, Missouri
1971 Certified Public Accountants and Management Consultants.

Performed management consulting assignments for clients, including banks (Cost of Funds and Responsibility Accounting Systems), hospitals (Patient Flow Analysis and Business Systems Design), and universities (Hospital/Clinic Financial Feasibility Study), manufacturing companies (Executive Compensation Systems, various Profit-Focused/Relocation Studies and Organization Development/Behavioral Science Applications).

1962 Senior Staff (Audit and Tax Departments)
to S.D. LEIDESDORF AND COMPANY (Now, Ernst & Young, CPAs), St. Louis, Missouri
1966

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EDUCATION AND PROFESSIONAL CERTIFICATIONS

B.S. in Commerce (Accounting (M), Economics (m), Philosophy (m)), St. Louis University, 1962.

Certified Public Accountant (CPA) - Missouri, 1970.

Accredited Senior Appraiser (ASA) - Business and Intangibles' Valuations - 1989, American Society of Appraisers - Washington, D.C., Recertifications Approved (in 1994, 1999, 2004, 2009, and in 2014, to 2019).

Accredited Business Valuer (ABV) – 1998, American Institute of Certified Public Accountants

Certified Business Appraiser (CBA) – 1998, Institute of Business Appraisers (Inactive)

Certified Fraud Examiner (CFE) -1997, The Association of Certified Fraud Examiners

Practicing Member, Academy of Experts (MAE) – 1994, (British) Academy of Experts, London – (Inactive)

TEACHING:

Guest Lecturer on Executive Compensation Reasonableness & on various BV-related topics for AICPA, FCG, CPAAI, various national BV/CPE vendors, AG & Co., SBA, University of Missouri (CE), St. Louis University and Lindenwood University- Graduate Programs.

Instructor for the **AICPA/Thurgood Marshall Federal Judicial Center** joint program held at the Washington, D.C. A-V Center. Co-developed and co-presented the program, **Business Valuation & Use of Experts by the Federal Judiciary**, which included a full day videotaping for distribution to the U.S. Federal Judiciary and a full day class presentation to the attending Federal Judiciary from the U.S. Tax, Claims, District & Bankruptcy courts.

Instructor for **ASA's & AICPA's Business Valuation Certification** Programs in the U.S.

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PROFESSIONAL AFFILIATIONS, RECOGNITIONS, AND COMMITTEES

American Society of Appraisers (Senior Member) - Business Valuations (1989) (Recertified to 2019)

Member of the Education Sub-Committee (1995) and the Public Relations Sub-Committee (1994-1995) of the Business Valuation Committee; Member of the International Board of Examiners (BV) (1996-1997)

American Institute of Certified Public Accountants - Member of the Business Valuation Subcommittee, the AICPA's senior technical body for BV (1998-2000); Leader, ABV Member Benefits Task Force, (1999-2000); ABV Exam Development Team Member (1998-1999) Technical Advisor (2002) SFAS 141/142 - Profession-wide CPE Course for Understanding & Implementation of Goodwill Impairment and related Asset Allocation studies, Goodwill and Intangible Asset valuations and, generally, models and implementation/monitoring techniques for assisting clients to deal with this newest and valuation-related pronouncement by FASB.

The Association of Certified Fraud Examiners – (Practicing Member) (1997-Present)

Missouri Society of CPA's - State Chairman, Business Valuation and Litigation Services Committee (1995 & 1996); and Business Valuation and Litigation Support Services Committee member (1992-2006), formerly Public Relations State Chairman (1987-1991), and member of MAP Committee.

(British) Academy of Experts (London, UK) – (Practicing Member) (1994-2009)

Institute of Business Appraisers – (Certified Business Appraiser); Member (1996-2002)

American Arbitration Association (AAA) - Practicing Mediator on National Roster of Neutrals- Designated by AICPA in 2002 as Mediator/Arbiter for Business Valuation and related matters.

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DIRECTOR/ADVISORY APPOINTMENTS:

Director-Enterprise Trust Co/Enterprise Financial Advisors - (1998-2003) The trust company/personal financial planning unit of **Enterprise Financial Services Corporation (Symbol-EFSC)**, a Midwest US Financial Services Holding Company, nationally recognized for its superior year-over-year growth.

Director/Trustee-**White House Retreats, Inc.**(1997-1999, 2000-2004)- A Jesuit Retreat House near St. Louis, MO serving men and women with multiple venues of group and individual retreats. Chief Expeditor (Recruiting) 1997-1999, Chairman-Planning Committee-2002-2004.

Director-**Rotary International**, Des Peres, MO Club. (Multiple years) An international community service organization.

SEMINARS/CPE/SYMPOSIUMS GIVEN/ATTENDED/COMPLETED (from 2006 to Present)

2006 - FCG University – Atlanta(Buckhead), GA Spring session – 2+ days by FVG practitioners on Litigation Services: Valuations and Lost Profits – Damages Measurements –Spoliation issues, Discovery & Litigation engagement management issues, BV Reports in litigation, Experts’ Panels/Top Ten Experts’ Mistakes, Changing Prof’l. Standards/Ethics and Judicial Rules/Daubert Tracker services, Problems & Pitfalls with Future Lost Profits’ Discounting and with Use of Regressions and Encountering Other Experts. Follow-up session this Fall (Phoenix, AZ) in a customized joint conference with S.E.A.K.

2006 -**BVR National Teleseminar- Instructor** – “Practice Issues In Determining Executive Compensation Reasonableness- Issues In Valuation And Litigation –Related Engagements”

2006 –FCG//S.E.A.K –Phoenix, AZ-**How to be a Dangerous Expert Witness**

- DLoms: IPO Studies v. Restricted stock Studies v. QMDM
- Performance-Based Compensation
- Personal Goodwill Valuations for Purchase Price Allocations, etc.
- Probability-Weighted Expected Returns for Share-Based Compensation
- Using BV for Consultative Services
- Fair Value Update
- SFAS 123R for Fin’l. Rpt’g. & 409A Tax Valuation.

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- Internet Research
- Healthcare Update

2006-Speaker – AICPA National Business Valuation/Litigation Support Conference – Austin, TX “Resources and Techniques for Determinations of Executive Compensation Reasonableness”

2006 – AICPA National Business Valuation/Litigation Support Conference-Austin, TX:

- Healthcare Trends & Outlook -2006-7
- Expert Witness Reports & Exhibits – 10 Deadliest Mistakes of BV Experts in Litg’n.
- What Lawyers Do to Silence Articulate Experts
- BV Standards
- Damages: DCF-Equivalent or BV Delta?
- 123R Overview & Case Study
- The Cost of Illiquidity
- Estimating the Company Specific Risk
- The Transaction Method – Uses & Abuses of Market Data

2007 – FCGU – Atlanta (Buckhead) GA:

- BV Reports...conformity with Standards of ASA, AICPA, IBA, USPAP, NACVA

2007 – FCGU – Atlanta (Buckhead) GA:(Continued):

- DCF Method – From A to Z
- Intellectual Property Damages
- Going Paperless in a BV/ Litigation Support Practice
- BV/ Litg’n. Support Technology Update.

2007 – FCGU – Chicago, IL:

- **SPEAKER: Defending Reasonable Compensation**

2007 – FCGU – Chicago, IL:

- Daubert Case Update: Good, Bad & Application to your practice.
- Using Longstaff Concepts for DLOM
- Market Conditions and Longstaff
- Uses & Abuses of Transaction Data

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- Valuing S Corps. - Q & A
- Cost of Capital: Comparing Ibbotson & Graboski/ King
- AICPA Standards Update & Reconciling Multiple sets of Standards
- Analytical Approach to Determining Economic Damages
- Fraud in Valuation – Requirements & Recommendations
- Cost Segregation
- Internet Research – Advanced

2008 – FCG Webinar

- Cost of Capital - A Consensus View?

2008 – VPS/ FCG Webinar

- Implications of FAS 141R and FAS 144 on Value Part I
- New Practice Opportunity – Portfolio Valuation Opinions

2008 – CPAAI National BV Seminar – Chicago, IL –Hilton (Grant Park)

- **SPEAKER - Determining Reasonable Compensation**

2008 – CPAAI National BV Seminar – Chicago, IL –Hilton (Grant Park)

- BV Court Case Update
- Portfolio Valuations
- The DCF Method-From A to Z
- AICPA's SSVS No. 1
- Analysis and Application of the Market Approach

2009 – FCG Teleconferences:

- Divorce Valuations – Best Practices
- Issues in Estate Planning, Wills & Trusts

2009 - MSCPA - Spring 2009 Business Update & Economic Forecasting –Dr. Chris Kuehl

2009 - CFE Teleconference-‘Using Fraud-fighting Technology

2009 - FCG University – Atlanta, GA

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- The Litigation Process From Soup to Nuts - *How to Run a Litigation Engagement From First Phone Call to Testimony*
- The Valuation 3 M's: Marketing, Managing and Making Money in Valuation and Litigation Services
- Valuation in the Current Distressed Economy – *What Adjustments are Necessary for a Credible Value*
- FCG “Best of Reports” and “Best of Engagement Letters” Workshop
- IRS Update: Common Errors In Business Valuation Appraisals
- Physician Practice Valuations
- Ibbotson and Duff & Phelps - What's New in the Latest Editions
- CPAAI National BV Seminar – Baltimore, MD
- **Speaker - Update and Current topics re: Discounts for Lack of Marketability/ Liquidity.**
- 2-Day session on current topics in Business Valuation

2010 - VPS/FCG – Various VPS/FCG webinars:

- Best Practices – Business Valuation Reports
- Discounts for Lack of Marketability – New Models & m\Methods
- Calculations, Calculation Reports and Summary Reports
- FCG Brain Trust Sharing Sessions
- Hitchner’s Business Valuation Update – Parts 1 & 2
- Key Issues in the Valuation of Small Businesses for Divorce
- Fair Value: Valuation of Customer Relationships, Technology, and Non-Compete Agreements
- Valuation of Small Businesses and Professional Practices
- DCF – The Correct Way To Do It
- Buy-Sell Agreements
- Restricted Stock Studies
- Valuing a Business-Measuring Risk & Assessing Strategies
- The Expert Business Valuation Report-Avoiding Mistakes
- Discounts for Lack of Marketability: Making Sense of New Data and Models
- Grabowski on Cost of Capital: An Update on What’s New and There is a Lot That’s New
- Fair Value Methods & Processes Update

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2010- FCGU-Atlanta 4-26 & 27:

- Discounted Cash Flow Method: How to Apply it Correctly
- Fair Value Update
- Valuation of Patents and Trade Names/Trade Marks
- What Every Valuation Analyst Needs to Know About Statistics
- Update-Calculations, Calculation Reports and Summary Reports
- Non-marketable Investment Company Evaluation (NICE) Method
- Valuation of Tiered Partnerships
- Quantifying Damages in M&A Disputes
- Ask The Expert Panel

2010-Georgetown Law School –Wash., D.C.-Full Day National Summit on BV, Tax, & Litg'n.

2010- AICPA National Business Valuation Conference : 3-Day Conference @ Washington Hilton-Washington, D.C.

2011- Financial Consulting Group's FCGU –Spring 2011 in Atlanta @ GSCPA Conference Center 2-Day Conference

- **Cost of Capital: Newer Issues you must know about Parts I-III**
Roger J. Grabowski, ASA
- **Damages: The View from a Lawyer and a Practitioner-Parts I-II**
Robert L. Dunn, Esq. and Kelly J. Todd, CPA/ABV/CFF, CFE
- **How to Write and Defend a Persuasive Report-Parts I-II**
James R. Hitchner, CPA/ABV/CFF, ASA Moderator
- **Discounts For Lack of Marketability Parts I-II**
James R. Hitchner, CPA/ABV/CFF, ASA Moderator

2011 – FCG/ VPS, LLC – 12 Monthly 2-hour Webinars, covering topics such as Using Ibbotson & Duff & Phelps for Cost of Capital, Techniques for Determining the Technical Accuracy and Credibility of a Valuation Analysis, BVR-MPI's DLOM Using Regression Models, Techniques for Determining Technical Accuracy and Credibility of a Valuation Analysis, Transaction Databases, Cost of Capital Discount Rates in Litigation, Performance Management Best Practices, BV Calcs &

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Reports-Detailed and Summary, IRS' Job Aid for DLOM, Mercer on IRS' Job Aid, Lost Profits and Various Subject Q&A/ Best Practices Panels, and the like.

2012 - 1/31 - Ass'n. Certified Fraud Examiners – Webinar - Transaction Auditing and Monitoring: Protection Against Mistakes and Organized Fraud.

2012 - Financial Consulting Group's FCGU –Spring 2012 in Atlanta @ GSCPA Conference Center 2-Day Conference:

- What is the IRS Looking for in a BV Report? Mike Gregory
- Hot Topics With Hitchner: DLOMs using restricted stock studies & databases; Cost of Capital Made “Easy.”; Technical Reviews of Valuation Analyses and Reports – Efficient Reviewing & Detecting Bias. – Jim Hitchner
- Using Forensic Tools in divorce Engagements. – Mark Warshavsky
- Fair Value Update – Mark Zyla

2012 – FCG/ VPS, LLC – 12 Monthly 2-hour Webinars, covering topics such as Personal Goodwill in divorce, Control Premiums, Determining Cost of Capital, Normalization Adjustments, Small Business Valuations-Efficiency & Other Issues, Defending Your Report to the IRS, Current Best Practices & Theories – Varied Topics; Is There an Overlap Between Company-Specific Factors & Company Size Premiums, and the like.

2013 – 2016- FCG/ VPS, LLC – Continued Monthly 2-hour Webinars (see above) on current Best Practices & Professional Ethics-re: Forensics-Financial Analysis/ Cost of Capital-BV Report Development Topics & Current/ Advanced BV-related topics.

2013 – 2016- Various Other Sponsors' Self-study programs & Webinars on BV software design-current Case Law/Ethics/Forensics/ Litigation Support/Other BV-related topics.

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