

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MEDLEY LLC,¹

Debtor.

Chapter 11

Case No. 21-10526 (KBO)

RE D.I. 88

**SUPPLEMENTAL DECLARATION OF ADAM M. ROSEN IN SUPPORT OF
DEBTOR'S APPLICATION, PURSUANT TO §§ 327 AND 328 OF THE
BANKRUPTCY CODE, FOR AN ORDER AUTHORIZING DEBTOR TO
EMPLOY AND RETAIN B. RILEY SECURITIES, INC. AS ITS
INVESTMENT BANKER NUNC PRO TUNC TO MARCH 7, 2021**

I, Adam Rosen, declare pursuant to 28 U.S.C. §1746 under penalty of perjury under the laws of the United States of America, that to the best of my knowledge, information and belief, the following is true and correct:

1. I am a Managing Director at B. Riley Securities, Inc. ("B. Riley Securities"), an investment bank which has its principal office at 11100 Santa Monica Blvd., Suite 800 Los Angeles, CA 90025. I have been retained as the investment banker to Medley LLC (the "Debtor") and am submitting this Declaration in that capacity.

2. I am authorized to make this supplemental declaration (the "Supplemental Declaration") on behalf of B. Riley Securities to supplement the disclosures that were included in my original declaration, dated April 6, 2021 (the "Original Declaration"), that was filed with the *Application of the Debtor, Pursuant To §§ 327 and 328 of The Bankruptcy Code, For An Order Authorizing Debtor To Employ B. Riley Securities, Inc. As Its Investment Banker Nunc Pro Tunc*

¹ The last four digits of the Debtor's taxpayer identification number are 7343. The Debtor's principal executive office is located at 280 Park Avenue, 6th Floor East, New York, New York 10017.



To March 7, 2021 [Docket No. 88] (the “Application”)² in accordance with Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Court has not yet entered an order regarding the Application.

3. Pursuant to Paragraph 26 of the Original Declaration, B. Riley Securities indicated that it would promptly file a supplemental declaration with the Court if it discovers any information that is contrary to the statements made in the Original Declaration or otherwise requires further disclosure.

4. Unless otherwise stated, all matters set forth in this Supplemental Declaration are based on my personal knowledge, my review of relevant documents, personal information supplied to me by other professionals at B. Riley Securities, or my views, including as based upon my experience and knowledge of the Debtor’s business and financial condition. If I were called to testify, I would testify competently to the facts discussed herein.

ADDITIONAL DISCLOSURES

5. In accordance with its ongoing obligations under Bankruptcy Rule 2014 and Local Rule 2014-1, B. Riley Securities has conducted, and continues to conduct, an examination of its relationships with the Debtor, its creditors, and other parties in interest in this Chapter 11 Case. Based on ongoing conflicts review, B. Riley Securities learned that it inadvertently did not run the following parties through conflicts and therefore supplements the disclosures in the Application:

- a. Medley Capital Corporation; and
- b. MCC Advisors.

6. To the best of my knowledge, after due inquiry and based on information provided to me by persons in corporate senior management, finance, accounting, compliance and legal departments, as well as managers at our above-described investment banking, retail, real estate,

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

appraisal, advisory, liquidation and wealth and capital management affiliates, B. Riley Securities did not perform any work for and has not been engaged by any of the following entities: MCC Advisors; Sierra Income Corporation; or SIC Advisors. B. Riley Securities will not represent any of the aforementioned parties in connection with the Debtor or this Chapter 11 Case.

7. In 2016, FBR Capital Markets & Co. ("FBR") served as the sales agent pursuant to an offering of 6.125% Notes due 2023 by Medley Capital Corporation. This engagement by FBR occurred prior to the merger of B. Riley & Co, LLC and FBR, which B. Riley acquired in June 2017. Additionally, no employees of FBR who worked on this transaction on behalf of Medley Capital Corporation will not be members of the B. Riley engagement team advising the Debtor in the Chapter 11 Case.

8. Sierra Income Corporation and SIC Advisors were included in the Original Disclosure because they were parties in interest in unrelated matters that are no longer active engagements.

9. B. Riley Securities, to the best of its knowledge, information and belief, believes that it continues to be a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, and that it does not hold or represent an interest adverse to the Debtor's estate with respect to the matters on which it is employed.

10. I continue to reserve the right to supplement B. Riley Securities' disclosures in the event that B. Riley Securities learns of any additional connections that require disclosure. If any new material, relevant facts, or relationships are discovered or arise, B. Riley Securities will promptly file another supplemental declaration pursuant to Bankruptcy Rule 2014.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Dated: April 23, 2021
New York, New York

By: /s/ Adam M. Rosen
Adam M. Rosen
Managing Director
B. Riley Securities, Inc.