## **Q2 2013 Investor Presentation**

August 7, 2013



















## **Forward-Looking Information**



This presentation contains forward-looking statements. All forward-looking statements speak only as of the date of this presentation. Except as required by applicable law, we do not intend to publicly update or revise any forward-looking statements. These forward-looking statements are only predictions and are not guarantees of performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Many of these factors are beyond our ability to control or predict. You can identify forward-looking statements by terminology such as "may," "will," "should," "could," "would," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continues" or the negative of these terms or other comparable terminology. These statements include, among others, statements regarding our expected business outlook, anticipated financial and operating results, our business strategy and means to implement the strategy, our objectives, the amount and timing of capital expenditures, the likelihood of our success in expanding our business, financial plans, budgets, working capital needs and sources of liquidity.

Potential investors should carefully review in its entirety our filings with the Securities and Exchange Commission from time to time. You should be aware that the occurrence of the events described in the "Risk Factors" section and elsewhere in our periodic reports could harm our business, prospects, operating results, and financial condition.

The financial information provided herein includes the Company's discontinued operations for its UK retail supply chain business which was closed effective September 30, 2011.

## **Our Vision to Transform an Industry**

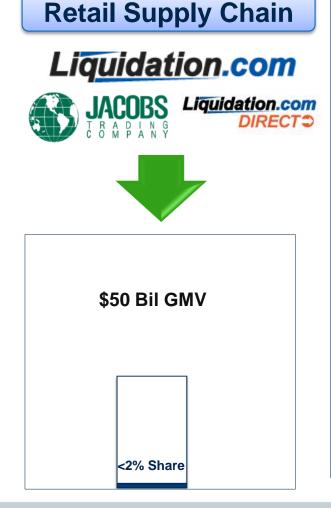


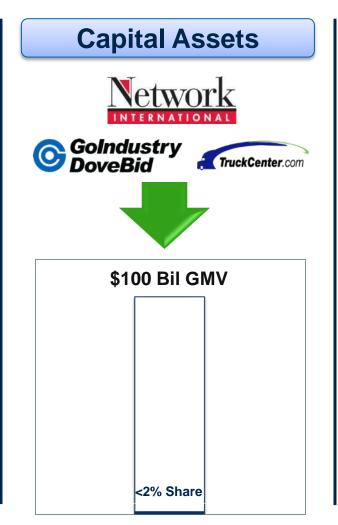
Provide clients and buying customers
the world's most transparent, innovative and effective
online marketplaces and integrated services
for surplus assets.

## **Liquidity Services Still in Early Days**



We address multiple, large markets still in early stages of online adoption







## The Leading Online Marketplace for Surplus



Liquidity Services' unmatched scale, services and track record continue to drive growth and network effects.







#### **SELLERS**

- ✓ Global reach 
  → more bidders 
  → higher price
- Flexible, compliant turnkey solutions
- Protect brand reputation and channels
- Efficient logistics= higher net recovery

#### **BUYERS**

- Depth and breadth of supply
- Market fairness and transparency
- ✓ Secure settlement / trust
- ✓ Cost-efficient process



## **Our Buyer Base**



### Liquidity Services has buyers in over 200 countries and territories

#### **Our Professional Buyers**

- Online Power Sellers
- Discount Retailers
- End Users
- VARS/Refurbishers
- Import/ Export Firms
- Flea Market Resellers
- Scrap Recyclers

#### **Key Strengths**

- Size and Geographic Diversity
- Large Volume, Recurring Demand
- Address All Product Conditions & Regulatory Constraints
- "As-is, Where-is" All Cash Buyers

## **Delivering High Buyer Customer Value**

Canon Powershot, AT&T HP

Veer, Full Finenix, TomTom GPS &



#### **Buyer Demand Drivers:**

#### **Liquidity Services Delivers:**

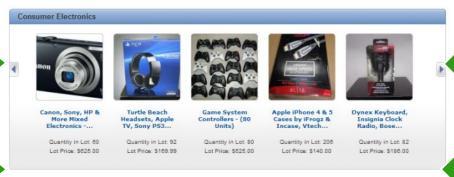


**Access to Large Supply** 

**Frugality** 

**Low Cost Fulfillment** 

**Trust and Reliability** 



Displaying 1 - 30 of 643 auctions Show 30 Per Page Sort By: Closing Time Include Closed Auctions Auction Title Condition Seller Location End Time + System Video, Pictures, MP3 MP4 /indows CE... 3 White Apple iPhone 4 18GB for Refurbished Discount-Electr \$895.00 Tennessee Today 07:25 Verizon Refurbed as New liquidationresa. \$186.00 New Jersey Today 07:30 Dynex Keyboard, Insignia Clock Salvage Radio, Bose Sounddock System & New Phones, iPad Accessories, tshaff \$205.00 Today 07:30 Video Recorders - MSRP \$1,699 LeapFrog LeapPad2, Rocketfish Today 07:35 Used \$100.00 modafel California 24ft, Schoshe, etc - MSRP \$1,597.67 ony Portable DVD Player, Salvage r2rstores \$120.00 Today 07:35 Ginsch Headphones Samsung 3D Glasses & ZOpid HT-ZLM25 Interactive Fun Today 07:35 tmc786 6 & Learning Game Mat - Lot Of 40

**Online Transparency** 

**Aggregation of Supply** 

**Value Based Goods** 

**Efficient Logistics** 

**Secure Settlement** 

Today 07:40 🕟

techexcess

Salvage

## Global Market Data & Industry Knowledge



#### **Industries and Online Marketplaces**

**Biopharma** 

**Electronics Manufacturing** 

**Energy** 

Industrial Equipment

Retail and CPG Inventory

**Technology** 

**Transportation** 

#### Liquidation.com

**Retail Surplus Assets** 

#### Government Liquidation

**Federal Surplus Assets** 

## GovDeals

State & Local Government Surplus Assets



Commercial & Manufacturing Capital Assets



Commercial & Energy Capital Assets



Transportation & Fleet Capital Assets

### **Unique Domain Expertise**

- \$4.0 billion GMV in over 3.7 million completed transactions
- 337 million consumer goods items sold
  - 500,000+ unique items
  - New, used, salvage condition
  - Unique rules by OEM and Retailer
- Over 2 million capital assets sold
  - 242,000+ aerospace assets
  - 50,000+ energy assets
  - 204,000+ healthcare biopharma assets
  - 235,000+ transportation assets
- Over 2 billion lbs. of scrap material sold
- 3 million equipment valuation records
- Export control and data security rules
- Lotting and merchandising strategies

# Comprehensive Service Offering Fulfills Clients' Complete Needs



# Surplus Asset Management

Returns Management

Return-to-Vendor (RTV) Programs

Inventory Assurance Programs

> Surplus Asset Management Platform

Asset
Discovery &
Valuation

**Asset Cataloging** 

Equipment Inspection

**Appraisal Services** 

Pre-Sale Valuation

Asset Recovery Planning

Brand & Channel Protection

Intellectual Property Protection

Support for 'Green' Initiatives

Multi-Channel Sales Strategy

> Lotting & Merchandising Strategy

**Asset Marketing Plan** 

Asset Recovery Project Management Surplus Asset Redeployment & Disposition Prep

Internal Redeployment

Asset Removal

Off-Site Storage

Debranding / Delabeling

Removal of Sensitive Information

Light Refurbishment

**Scrap Metals Testing** 

Surplus Asset Disposition

Online Auctions

Live Auctions with Webcast & Online Bidding

**Negotiated Sales** 

**Surplus Asset Marketing** 

E-Waste & Recycling Programs

Scrap Material Sales

Dedicated Customer Service Team

Buyer Qualification & Controls

Payment Processing & Reconciliation

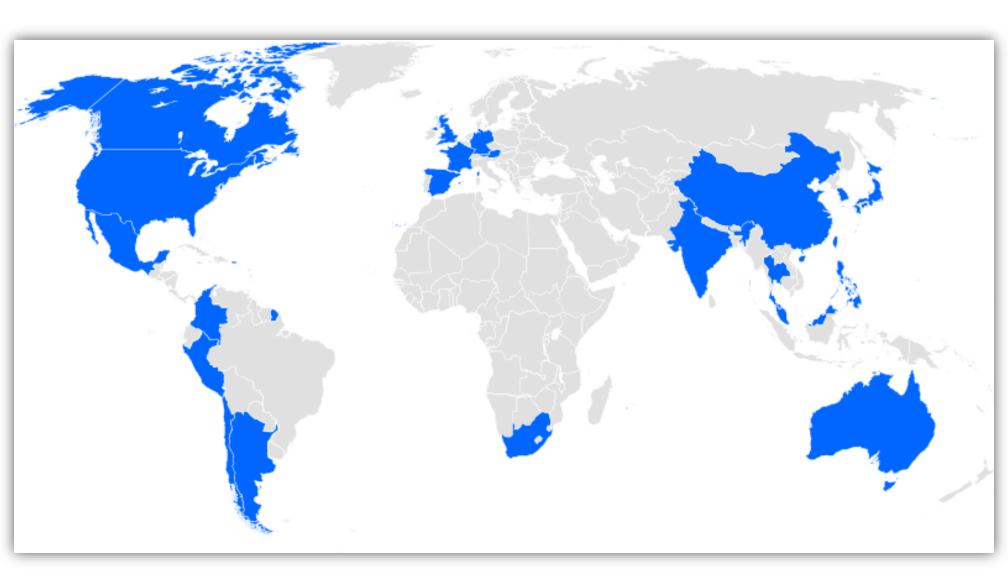
Documentation

**Export Services** 

Transaction Reporting

## **Global Coverage Supports F1000 Client Needs**





## **Client Depth Across Industries**

















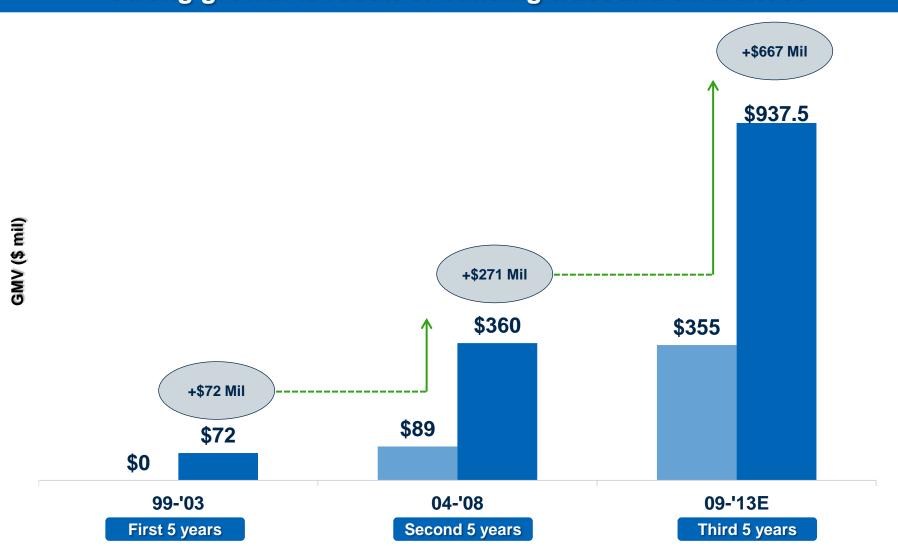




# **Liquidity Services has Driven Step-Function Growth**



## Strong growth is result of building trust and awareness



## **Macro Trends Expanding Our Opportunity**



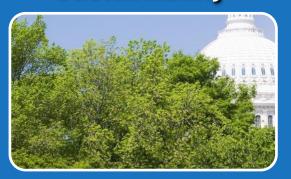
#### **Product Innovation**



#### **eCommerce Growth**



#### **Sustainability**



- More SKUs
- Shorter Product Life Cycles
- Need for Speed

- Higher Return Rates
- Higher Transportation Costs
- Complexity

- Focus on "Zero Waste"
- Need for Transparency
- Need for Compliance

## **An Attractive Growth Opportunity**



## Targeting \$2.0 billion in GMV by Fiscal Year 2016



We increased long term growth target by \$500 million just one year into plan

## **How We Will Get There**



**External** 

Acquire Complementary

Businesses

**Innovation** 

**Develop and Enhance Features and Services** 

Expand Vertical

Market Segments

and Expertise

Organic

**Grow Buyer Base and Increase Participation** 

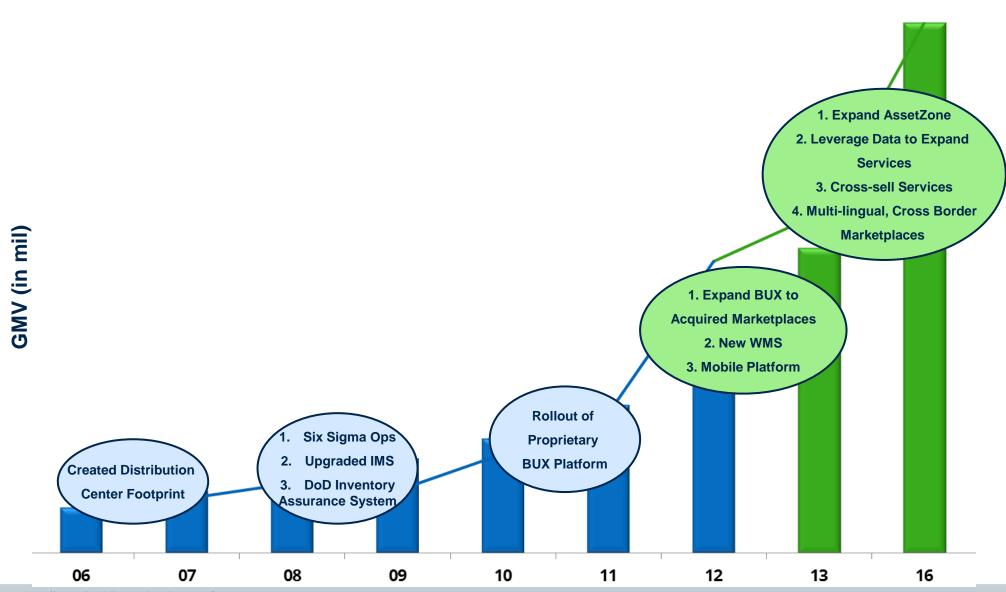
Increase Penetration of Existing Sellers

Develop New Seller Relationships

Consistent execution of growth strategy delivers long term shareholder value.

# Continued Investment Drives Top & Bottom Line Growth





## **Financial Highlights**



### **Compelling Business Model**

- High Customer Value
- Multiple, Recurring Revenue Streams
- Large Average Transaction Values
- Diversified Product and Customer Mix
- Significant Barriers to Exit as CriticalMass Builds

### **Strong Financial Position**

- •\$63.3 million of Cash
- Debt Free
- Strong Cash Flow Dynamics trailing 12 month Adj. EBITDA of \$102 million
- 43 Consecutive Quarters of Profitability
- Minimal Cap Ex \$6.0 \$7.0M Annually



Liquidation.com

Government Liquidation

GovDeals<sup>®</sup>

Liquidity Services Inc.









## **Diversification By Pricing Model and Seller Base**



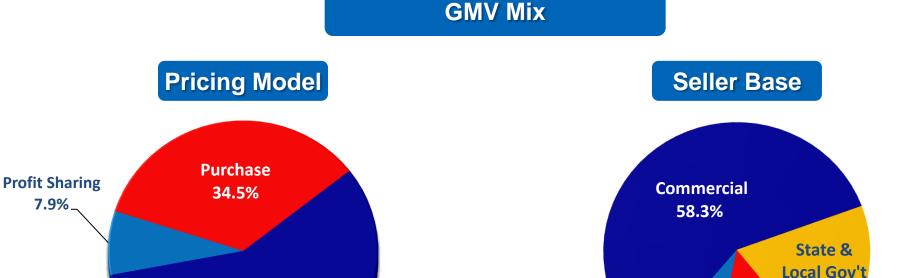
19.8%

DOD

Surplus

14.0%

Q3'13



**Liquidity Services Serves Diversified Seller Base** 

Consignment

57.6%

Q3'13

7.9%

DOD

Scrap 7.9%

## **Consistent Profitability**



#### **Adjusted EBITDA(1)**



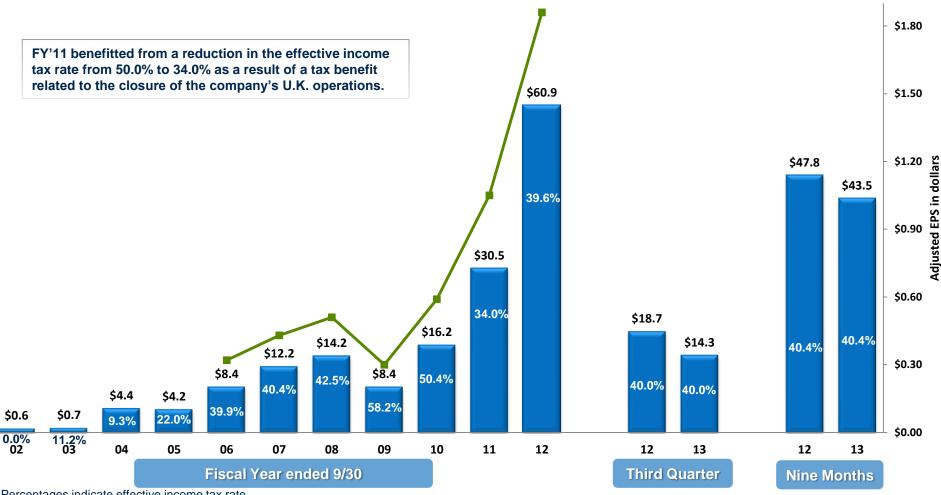
Note: Percentages indicate margin based on GAAP Revenue

(1) Adjusted EBITDA shown for fiscal years 2002 – 2012 includes adjustments for stock-based compensation and acquisition costs & goodwill impairment. For the fiscal years ended September 30, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011 and 2012, Net Income was \$1.3M, \$2.8M, \$5.3M, \$4.1M, \$8.0M, \$11.0M, \$11.6M, \$5.7M, \$12.0, \$8.5 and \$48.3M, respectively. For the three and nine months ended June 30, 2012 and 2013, net income was \$14.9M and \$11.3M; and \$42.8M and \$30.7M, respectively.

## **Consistent Profitability**



### Adjusted Net Income(2) & Adjusted EPS



Note: Percentages indicate effective income tax rate

Adjusted Net Income in millions

<sup>(2)</sup> Adjusted Net Income shown for fiscal years 2002 – 2012 includes adjustments for stock-based compensation and a portion of certain acquisition payments & goodwill impairment. For the fiscal years ended September 30, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011 and 2012, Net Income was \$1.3M, \$2.8M, \$5.3M, \$4.1M, \$8.0M, \$11.0M, \$11.6M, \$5.7M, \$12.0, \$8.5 and \$48.3M, respectively For the three and nine months ended June 30, 2012 and 2013, net income was \$14.9M and \$11.3M; and \$42.8M and \$30.7M, respectively.

## **Operating Model - Based on GMV**



	FY 2009	FY 2010	FY 2011	FY2012	9 mos 2013
Gross Merchandise Volume	100%	100%	100%	100%	100%
Revenue	66.3%	66.7%	60.4%	55.0%	52.1%
Cost of Goods Sold	24.3%	27.7%	24.3%	22.9%	20.3%
Profit-Sharing Distributions	12.7%	10.0%	8.9%	5.0%	3.7%
Technology and Operations	13.1%	11.4%	9.9%	7.8%	9.2%
Sales and Marketing	5.1%	5.0%	4.3%	3.6%	4.2%
General and Administrative (1)	4.5%	3.9%	3.6%	3.0%	3.7%
Adjusted EBITDA Margin <sup>(2)</sup>	6.6%	8.7%	9.4%	12.7%	11.0%

<sup>(1)</sup> General and Administrative excludes stock-based compensation, acquisition costs and goodwill impairment

<sup>(2)</sup>See slide #24 for a reconciliation to Adjusted EBITDA and Adjusted Net Income

# Summary:

## **Unique Strengths Create Competitive Advantage**





World's Largest Buyer Base for Surplus Assets



Global Market Data
Across Key
Industries



Unique, Turn-Key Service Offering



Strong Long-Term
Execution

**Ability to Scale** 

## **Reconciliation of Financial Data**



In Thousands	Year ended September 30,								9 Months Ended June 30,		3 Months Ended June 30,				
	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2012	2013	2012	2013
Net Income (Loss)	\$1,324	\$2,776	\$5,269	\$4,122	\$7,981	\$11,019	\$11,553	\$5,719	\$12,013	\$8,512	\$48,296	\$42,751	\$30,695	\$14,863	\$11,288
Interest & other expense (income), net	169	391	621	570	(431)	(2,176)	(1,495)	(516)	(69)	111	2,218	1,625	(772)	517	56
Provision for income taxes	-	351	541	1,166	5,295	7,460	8,546	7,961	12,194	4,419	31,652	29,025	20,822	9,909	7,525
Amortization of contract intangibles	2,483	1,862	-	135	813	813	813	813	813	813	7,943	6,059	7,023	2,020	2,407
Depreciation and amortization	408	465	531	586	727	1,302	2,083	3,116	4,124	5,519	6,223	4,508	5,952	1,477	1,984
EBITDA	\$4,384	\$5,845	\$6,962	\$6,579	\$14,385	\$18,418	\$21,500	\$17,093	\$29,075	\$19,374	\$96,332	\$83,968	\$63,720	\$28,786	\$23,260
Stock compensation expense	-	-	85	87	623	1,943	4,674	6,465	7,891	9,136	12,117	8,655	10,229	3,537	2,927
Acquisition costs and goodwill impairment	-	-	-	-	-	-	-	-	524	24,167	1,695	(5,562)	5,826	1,109	239
Adjustment	(1,899)	(2,095)	(932)	-		-		-		-	-			-	
Adjusted EBITDA	\$2,485	\$3,750	\$6,115	\$6,666	\$15,008	\$20,361	\$26,174	\$23,558	\$37,490	\$52,677	\$110,144	\$87,061	\$79,775	\$33,432	\$26,426
					ear ended	•	· ·								
	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2012	2013	2012	2013
Profit Sharing distributions	\$17,717	\$30,427	\$39,718			•	· ·	<b>2009</b> \$45,333	<b>2010</b> \$42,876	<b>2011</b> \$49,318	<b>2012</b> \$43,242	<b>2012</b> \$34,117	<b>2013</b> \$27,002	<b>2012</b> \$10,245	<b>2013</b> \$8,64
Adjustment		\$30,427 2,095	\$39,718 932	<b>2005</b> \$48,952	<b>2006</b> \$80,253	<b>2007</b> \$69,638	<b>2008</b> \$91,106	\$45,333 -	\$42,876 -	\$49,318 -	\$43,242	\$34,117 -	\$27,002 -	\$10,245 -	\$8,64
	\$17,717	\$30,427	\$39,718	2005	2006	2007	2008					_			
Adjustment	\$17,717 1,899	\$30,427 2,095	\$39,718 932	<b>2005</b> \$48,952	<b>2006</b> \$80,253	<b>2007</b> \$69,638	<b>2008</b> \$91,106	\$45,333 -	\$42,876 -	\$49,318 -	\$43,242	\$34,117 -	\$27,002 -	\$10,245 -	\$8,64 \$8,649
Adjustment Adjusted profit-sharing distributions	\$17,717 1,899 \$19,616	\$30,427 2,095 \$32,522	\$39,718 932 \$40,650	<b>2005</b> \$48,952 - \$48,952	<b>2006</b> \$80,253 - \$80,253	2007 \$69,638 - \$69,638	2008 \$91,106 - \$91,106	\$45,333 - \$45,333	\$42,876 - \$42,876	\$49,318 - \$49,318	\$43,242 - \$43,242	\$34,117 - \$34,117	\$27,002 - \$27,002	\$10,245 - \$10,245	\$8,64
Adjustment Adjusted profit-sharing distributions Net Income	\$17,717 1,899 \$19,616	\$30,427 2,095 \$32,522	\$39,718 932 \$40,650 \$5,269	\$48,952 \$48,952 \$48,952	\$80,253 \$80,253 \$7,981	\$69,638 \$69,638 \$11,019	2008 \$91,106 - \$91,106 \$11,553	\$45,333 - \$45,333 \$5,719	\$42,876 - \$42,876 \$12,013	\$49,318 - \$49,318 \$8,512	\$43,242 - \$43,242 \$48,296	\$34,117 - \$34,117 \$42,751	\$27,002 - \$27,002 \$30,695	\$10,245 - \$10,245 \$14,863	\$8,649 \$8,649 \$11,288
Adjustment Adjusted profit-sharing distributions  Net Income Stock compensation expense (net of tax)	\$17,717 1,899 \$19,616	\$30,427 2,095 \$32,522	\$39,718 932 \$40,650 \$5,269	\$48,952 \$48,952 \$48,952	\$80,253 \$80,253 \$7,981	\$69,638 \$69,638 \$11,019	2008 \$91,106 - \$91,106 \$11,553	\$45,333 - \$45,333 \$5,719	\$42,876 - \$42,876 \$12,013	\$49,318 - \$49,318 \$8,512	\$43,242 - \$43,242 \$48,296 7,270	\$34,117 - \$34,117 \$42,751 5,193	\$27,002 - \$27,002 \$30,695 6,137	\$10,245 - \$10,245 \$14,863 2,122	\$8,649 \$8,649 \$11,288 1,756
Adjustment Adjusted profit-sharing distributions  Net Income Stock compensation expense (net of tax) Amortization of contract intangibles (net of tax)	\$17,717 1,899 \$19,616	\$30,427 2,095 \$32,522	\$39,718 932 \$40,650 \$5,269	\$48,952 \$48,952 \$48,952	\$80,253 \$80,253 \$7,981	\$69,638 \$69,638 \$11,019	2008 \$91,106 - \$91,106 \$11,553	\$45,333 - \$45,333 \$5,719 2,702	\$42,876 \$42,876 \$12,013 3,914	\$49,318 - \$49,318 \$8,512 6,029	\$43,242 \$43,242 \$48,296 7,270 4,359	\$34,117 - \$34,117 \$42,751 5,193 3,269	\$27,002 \$27,002 \$30,695 6,137 3,269	\$10,245 - \$10,245 \$14,863 2,122 1,090	\$8,64 \$8,64 \$11,28 1,75 1,09