UNITED UROLOGY CENTERS, LLC

VALUATION REPORT
as of
September 30, 2013

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February 19, 2014

Mr. F. Bruce Cohen
Chief Executive Officer
United Urology Centers, LLC
10600 West Higgins Road, Suite 301
Rosemont, IL 60018

Dear Mr. Cohen:

At your request, Frost, Ruttenberg & Rothblatt, P.C. ("FR&R") was retained to prepare a calculation engagement, calculated value and calculation report ("Report") to assist you in the calculation of the fair market value of the license/certification business, owned by United Urology Centers, LLC ("UUC") as of September 30, 2013, in conjunction with the sale of such asset to United Shockwave Services, Ltd. ("USS"). The calculation date is as of September 30, 2013. This calculation and report are to be used only as of this date and is not valid as of any other date.

We have performed a calculation engagement and present our report in conformity with the "Statement of Standards for Valuation Services No. 1, as amended" (SSVS) of the American Institute of Certified Public Accountants and the Reporting standards of the National Association of Certified Valuation Analysts ("NACVA"). SSVS defines a calculation engagement as "An engagement to estimate value wherein the valuation analyst and the client agree on the specific valuation approaches and valuation methods that the valuation analyst will use and the extent of valuation procedures the valuation analyst will perform to estimate the value of a subject interest. A calculation engagement generally does not include all of the valuation procedures required for a valuation engagement. If a valuation engagement had been performed, the results might have been different. The valuation analyst expresses the results of the calculation engagement as a calculated value, which may be either a single amount or a range."

SSVS addresses a calculation report as follows: "This type of report should be used only to communicate the results of a calculation engagement (calculated value); it should not be used to communicate the results of a valuation engagement (conclusion of value)."

This engagement was performed to assist in the calculation of value to provide an independent estimate of value of the license/certification business owned by UUC ("Asset") as of September 30, 2013 in conjunction with the sale of such Asset to USS, and the resulting estimate of values should not be used for any other purpose, or by any other party for any purpose, without our express written consent.

The report uses fair market value as the standard of value. Fair market value is defined in *The International Glossary of Business Valuation Terms* issued by the American Institute of Certified Public Accountants (AICPA), the American Society of Appraisers, the Canadian Institute of Chartered Business Valuators, the National Association of Certified Valuation Analysts, and the Institute of Business Appraisers as:

> "The price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arm's length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts."

The premise of value is going concern for UUC.[1] We have been advised that UUC and USS intend to continue its business operations for the immediate future. Accordingly, this valuation assumes that the value of the license/certification business will be realized as part of a going concern. This report has been prepared on this premise.

Our analysis is also in conformance with various revenue rulings, including Rev. Rul. 59-60, which outline the approaches, methods and factors to be considered in valuing shares of capital stock in closely held corporations for federal tax purposes. Rev. Rul. 65-192 extended the concepts in Rev. Rul. 59-60 to income and other tax purposes as well as to business Assets of any type.

The standard of value is fair market value, defined in Rev. Rul. 59-60 as "the price at which the property would change hands between a willing buyer and a willing seller when the former is not under any compulsion to buy and the latter is not under any compulsion to sell, both parties having reasonable knowledge of relevant facts." Rev. Rul. 59-60 also defines the willing buyer and seller as hypothetical as follows: "Court decisions frequently state in addition that the hypothetical buyer and seller are assumed to be able, as well as willing, to trade and to be well informed about the property and concerning the market for such property." Furthermore, fair market value assumes that the price is transacted in cash or cash equivalents. Rev. Rul. 59-60, while used in tax valuations, is also used in many nontax valuations.

Description of the Scope of Work Performed and Calculation Procedures

To gain an understanding of the operations and financial condition of UUC, we reviewed financial information for UUC, accounting information and financial statements.

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[1] The *International Glossary of Business Valuation Terms* defines "Going Concern" as "an ongoing operating business enterprise," and "Going Concern Value" as "the value of a business enterprise that is expected to continue to operate into the future. The intangible elements of going concern value result from factors such as having a trained work force, an operational plant, and the necessary licenses, systems, and procedures in place."

In our calculation of value, we considered the following relevant factors, which are specified in Rev. Rul. 59-60:

- The nature of the business and the history of the enterprise from its inception.
- The economic outlook in general and the condition and outlook of the specific industry in particular.
- The book value of the stock and the financial condition of the business.
- The earning capacity of the Company.
- The dividend-paying capacity of the Company.
- Whether or not the enterprise has goodwill or other intangible value.
- Sales of similar businesses and the size of the block of stock to be valued.
- The market price of stocks of corporations engaged in the same or similar line of business having their stocks actively traded in a free and open market.

Our analysis included, but was not limited to, the above-mentioned factors.

In performing our work, we were provided with and/or relied upon various sources of information, including (but not limited to):

- Financial statements for the years ended December 31, 2009 through December 31, 2012 and for the nine months ended September 30, 2013 for UUC and its affiliate, AUC, LLC, a variable interest entity prepared by FR&R;
- Fixed vs. mobile allocation of costs for the year ended December 31, 2012 and for the nine months ended September 30, 2013 for UUC and its affiliate, AUC, LLC, a variable interest entity, prepared by FR&R;
- Internal cost per information pertaining to treatments;
- 2013 Valuation Yearbook, Market Results for Stocks, Bonds, Bills, and Inflation 1926-2012 published by Morningstar;
- 20 Year Treasury Bond Rate as of September 30, 2013 per the Federal Reserve Statistical Release;
- Actual ambulatory surgical rate and sequester rate, for license/certification business to physicians in 2014; and
- Miscellaneous other information regarding UUC, including discussions with company management

The procedures employed in valuing the subject interest included such steps as we considered necessary.

Background of United Urology Centers, LLC

UUC is a Delaware limited liability company in the field of urologic medicine, providing medical equipment and related services for non-invasive or minimally-invasive treatment therapies for patients with kidney stones. The Company has three fixed sites in Illinois, along with numerous mobile sites from which it operates. The mobile units consist of a number of medically equipped vehicles that travel to various sites throughout the United States.

UUC provides treatment to patients with private insurance as well as patients covered under Medicare and Public Aid. The patients billed for and covered under the Medicare and Public Aid programs are served solely in the LaGrange, Illinois facility.

UUC has one dilutive class of members, Class A and one non-dilutive class of members, Class B. Cash distributions are in accordance with ownership percentages for Class A and B members and Member contributions and withdrawals are made in accordance with a buy-sell agreement, in an amount determined by the managers. The Company is managed by its Class B members who have a 15%, non-dilutive ownership interest, and as limited liability companies, each member's equity is limited to amounts reflected in their respective member account.

Economic Review

The economics under the license/certification business is based upon the activity of a federal agency, and consequently, there is an expectation that the license/certification business will have an ongoing value. The federal agency monitors and reviews the activity and the propriety of the use of the license/certification business in order that the rights, rules and regulations are adhered to as a condition for payment by the federal and state government.

Approaches to Valuation

The fair market value of a company or asset is the price a willing buyer will pay a willing seller in an arm's length transaction where both parties have reasonable knowledge of the relevant facts. The fair market value is determined by supply and demand factors in a public market that functions with reasonable effectiveness. In the absence of an effective public market, fair market value can be determined by using other analytical methods.

The commonly used analytical approaches to value a business are the following:

- Market Approach
- Asset Approach
- Income Approach

Business valuation methodology is based on two principles: "the principle of alternative choices" and "the principle of future benefits". The principle of alternative choices states that the value of property tends to be determined by the cost of acquiring an equally desirable alternative property. In other words, a person will not purchase a particular asset if an equally desirable alternative can be purchased at a lower price.

The principle of future benefits states that the value of an asset reflects anticipated future economic benefits, i.e., an individual purchases an asset in order to receive the economic benefits it will provide in the future, not for what it has done in the past. It has been said that the past may serve as a guide to the future. However, provided everything else remains constant, a business that has been successful in the past but is not expected to repeat in the future will be worth less than a business that has performed poorly but has bright, potential earnings in the future.

Market Approach

This method represents a market-oriented approach to estimating value by comparing the asset to the transfer of similar assets that have actually been sold to determine a value estimate. The market comparison approach is contingent upon the availability of information thereon involving reasonably comparable transfer of similar assets in a free and active marketplace.

This method was not used since there was a lack of published comparable sales transactions for the Asset performing lithotripsy services. Consequently, this approach and its related methods were not used.

Asset Approach

The asset based approach establishes a value based on the cost to reproduce or replace the property, after deducting the amount of depreciation from the physical deterioration and obsolescence, if such obsolescence exists and can be measured. This approach usually provides a very reliable value for real estate and equipment, i.e. land, land improvements, special purpose buildings, special equipment used in the business and special structures and systems, and is used for business entities in capital intensive industries and business entities that have a risk of not being able to function as a going concern.

However, in this case, the scope is to value the fair market value of the license/certification business owned by UUC as of September 30, 2013 in conjunction with the sale of such Asset. This calculation is based on the number of estimated cases performed, the ambulatory surgical center rate received and the cost per case incurred by UUC. Therefore, the asset approach is not suitable to determine the value of equity under these circumstances.

The sale between UUC and USS also includes certain property and equipment. The value of such property and equipment has not been determined by the valuators as part of this calculation engagement. The fair market for the property and equipment has been determined outside of FR&R's scope, and consequently, FR&R does not take any responsibility for such value.

However, UUC has provided a value for the value for the property and equipment which is included in this report. UUC has provided a schedule of the property and equipment being transferred based on original cost and the date of acquisition for most of the value included in the schedule. The total cost value of the equipment is approximately $583,000. Of that amount, nearly 80% of the cost value was for equipment purchased on or before June 30, 2007, over six years ago. The main piece of equipment represents 61% of the total value and was purchased in November, 2005, nearly eight years prior.

UUC, as a business operation, is large and has excellent knowledge of the value of its assets based on an auction sale basis. Management has indicated that they monitor the sales of similar equipment, especially the most valuable piece, on a regular basis. We have been advised by UUC that their estimate of the fair market value of the property and equipment is $225,000. This represents approximately 40% of cost value with 80% being over six years old. While we are not responsible for that value, it appears to be reasonable based on the age of the property and equipment.

February 19, 2014

Income Approach

Under the income approach, the value of the subject Asset is equal to the value of the economic benefit stream currently generated/expected to be generated by the acquisition of the Asset.

The Income Approach is a general way of determining a value indication of a business, business ownership interest, security or intangible asset using one or more methods that convert anticipated economic benefits into a present single amount.[2] The discounted cash flow method is used when future cash flows are expected to grow for some period of time at a pace other than their terminal growth rate. Capitalizing is a process applied to an amount, representing some measure of economic income for a single period that converts that economic income amount to an estimate of the present value of the entity.[3]

Under the capitalization of returns method, a normalized earnings stream related solely to the intangible asset is derived and a capitalization rate is applied to that earnings stream. Accordingly, the first step is to determine the appropriate benefit stream to be used.

For the capitalization of returns method, normalized net earnings are used as the earnings base. Adjusted net income per case is the economic benefit stream that is used in estimating the value of the license/certification business for UUC under this method.

Net income was capitalized at a rate of return based on an estimate of UUC's required rate of return on capital, called the cost of equity or opportunity cost.

The required rate of return on equity capital for UUC's was computed by using the build-up method. The build-up method develops a discount rate based upon the analyst's review of the subject company including its specific risk characteristics and expected rates of return relative to historical benchmarks.

The equation is expressed as follows[4]: $E(R_i) = R_f + RP_m + RP_i + RP_s + RP_u$

Where:	R_e	=	Required (expected) return on security i
	R_f	=	Risk-free rate
	RP_m	=	Equity risk premium (market risk)
	RP_i	=	Industry risk premium
	RP_s	=	Size premium
	RP_u	=	Unsystematic risk premium

The risk-free rate as of September 30, 2013 was 3.41% as measured by the yield on 20-Year U.S. Treasury Notes, as published in the *Federal Reserve Bulletin*.[5] The use of long-term government bonds is consistent with the concept of long-term investment in a closely held company.

[2] International Glossary of Business Valuation Terms
[3] Valuing a Business, The Analysis and Appraisal of Closely Held Companies," 5th Ed., Pratt and Niculita, p. 240.
[4] Id., p. 201.
[5]http://www.treasury.gov/resource-center/data-chart-center/interest-rates/Pages/TextView.aspx?data=longtermrateYear&year=2012

Financial theory suggests that investors must be compensated for increasing levels of risk. Therefore, an investor in a company such as UUC must be given a premium for assuming risk above the risk-free rate. An ongoing study published by Ibbotson SBBI ("Ibbotson"), for the period 1926 through 2012, indicates that the long-horizon expected equity risk premium of the historical equity risk premium minus price-to-earnings ratio calculated using three-year average earnings is 6.70%.

The industry risk premium is a component of the build-up method. This component takes into account the aspects and characteristics of the specific industry of the subject company. The industry risk premium used in the discount rate was from the ongoing study published by Ibbotson. The industry risk premium for miscellaneous health and allied services, not elsewhere classified with 21 companies is 2.30%.[6]

Ibbotson also calculates a further additional size premium for those companies that are much smaller and have greater risks than publically traded companies. Ibbotson publishes a breakdown of size premium based on the market capitalization of companies in their study. We used the size premium of 11.65% for the risks/returns associated with the smallest companies (level 10b, the lower segment of the 10th decile in Ibbotson calculations) versus all common stock returns. The Ibbotson analyses make extensive use of the rate of return databases compiled by the Center for Research in Security Prices at the University of Chicago Graduate School of Business. An additional premium of 11.65% was added for the risks associated with the smallest companies versus all common stock returns.[7]

The risk premiums described above do not incorporate risks associated with the specific company being valued. A company-specific risk premium is often appropriate to reflect certain risks specific to an investment in a closely held company. Consequently, taking into account and considering all of the factors, we believe an estimated specific company risk premium to be 5%.

The sum of the risk-free rate, plus the premiums described above, results in a cost of equity capital of 29.1%. To calculate the capitalization rate, the cost of equity is first reduced by an estimated long term (terminal) growth rate of 4.5%[8], which computes to 24.6%.

The formula to convert a discount rate to a capitalization rate is as follows:

Discount rate-long term (terminal) growth rate/1+long term (terminal) growth rate

In this matter, the discount rate less the long term (terminal) growth rate is 24.6%. This rate divided by 1.045 equals 23.5%.

In business valuation theory, the capitalization rate is any divisor (usually expressed as a percentage) that is used to convert anticipated economic benefits of a single period of value.[9]

[6] 2013 Valuation Yearbook, Market Results for Stocks, Bonds, Bills, and Inflation 1926-2012, p. 40.
[7] Id., p. 216.
[8] Estimated sustainable growth rate and conversion factor, for license/certification business payments to physicians in2014-http://www.cms.gov/Medicare/Medicare-Fee-for-Service-Payment/SustainableGRatesConFact/Downloads/sgr2014p.pdf
[9] Valuing a Business, The Analysis and Appraisal of Closely Held Companies," 5th Ed., Pratt and Niculita, p. 238.

The inverse of the capitalization rate is commonly known as the "multiple," and the multiple is used to convert anticipated economic benefits of a single period of value. To convert a capitalization rate to a multiple, the capitalization rate is divided into 1. The anticipated economic benefit of a single period of value is then multiplied by the multiple to arrive at a value before any discounts. In this calculation of value, the capitalization rate is divided by 1 to arrive at a multiple of 4.2.

Capitalization of Adjusted Net Income

As discussed above, under the capitalization of returns method, a normalized benefit stream is derived and a capitalization rate is applied to that benefit stream. Accordingly, to apply this method is to determine the appropriate benefit stream to be used.

Based on discussions with management, in order to determine the appropriate economic benefit stream for valuation purposes, we have computed the future economic stream.

The value of the license/certification business is based upon capitalizing net income for license/certification business patients. Net income is defined as the amount of revenues in excess of expenses applicable to a certain period of time.

The capitalization of the adjusted net income is as follows:

Average net income for license/certification business cases	$119,647
Multiple	4.2
Computed value of 100% of the license/certification business	$502,517
Use	$503,000

Based on our calculations, which is based solely on the agreed upon procedures referred to in the general assumptions and limiting conditions, and information provided by management, the indicated fair market value of 100% of the license/certification business owned by UUC as of September 30, 2013 in conjunction with the sale of such interest to USS on a controlling, marketable basis is $503,000 using the income approach, capitalization of earnings method.

As indicated earlier in this calculation report, we have been provided with the fair market value of certain property and equipment included in the sale between UUC and USS. For convenience, we have included the total amount of the fair market value of the license/certification business and the property and equipment. FR&R takes no responsibility for the amount provided to us representing the fair market value of the property and equipment.

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Fair market value of the license/certification business	$503,000
Fair market value of certain property and equipment-amount was provided to FR&R and FR&R takes no responsibility for the validity of its value	225,000
Total	$728,000

The approaches and methodologies used in our work did not comprise an examination or any attest service in accordance with generally accepted accounting principles, the objective of which is an expression of an opinion regarding the fair presentation of financial statements or other financial information, whether historical or prospective, presented in accordance with generally accepted accounting principles or auditing standards. We express no opinion and accept no responsibility for the accuracy and completeness of the financial information (audited, reviewed, compiled, internal, prospective or tax returns), or other data provided to us by others, and we have not verified such information unless specifically stated in this report. We assume that the financial and other information provided to us is accurate and complete, and we have relied upon this information in performing our valuation.

If you have any questions concerning this valuation, please contact Mr. Tim G. Crosby at (847) 236-1111.

Very truly yours,

FROST, RUTTENBERG & ROTHBLATT, P.C.

Tim G. Crosby

Tim G. Crosby, CPA/CVA
Officer/Shareholder

UNITED UROLOGY CENTERS, LLC

APPENDICES

APPENDIX A

ASSUMPTIONS AND LIMITING CONDITIONS

1. The scope of this valuation engagement and valuation letter report was limited. We were engaged to perform certain calculation procedures for United Urology Centers, LLC with the intent of estimating the fair market value of the license/certification business, owned by United Urology Centers, LLC as of September 30, 2013, in conjunction with the sale of such interest to United Shockwave Services, Ltd. The calculation date is as of September 30, 2013 in a calculation engagement. A calculation engagement does not include all of the procedures required for a formal valuation engagement. If Frost, Ruttenberg & Rothblatt, P.C. was engaged to perform a formal valuation engagement, matters may have come to our attention that could have a material impact on the calculated estimate of value contained in this report, and the results may have been different. Accordingly, our level of assurance on the estimated fair market value is reduced. This calculation report is not intended to serve as a basis for expert testimony in a court of law or other governmental agency without further analysis and resulting documentation.

2. In a calculation engagement, the valuation analyst and the client agree on the specific valuation approaches and valuation methods the valuation analyst will use, and the extent of the valuation procedures the valuation analyst will perform to estimate the value of the subject interest. A calculation engagement does not include all of the procedures required in a valuation engagement, as that term is defined in the SVSS and the NACVA reporting standards. Had a valuation engagement been performed, the results might have been different. This valuation report is limited in its discussion regarding information utilized in the valuation process. If the omitted discussions were included in this report, they might influence the users' level of understanding regarding the estimate of value contained in this report.

3. We have no present or contemplated financial interest in United Urology Centers, LLC or United Shockwave Services, Ltd. Our fees for this valuation, are based upon our normal hourly billing rates, and are in no way contingent upon the results of our findings. We have no responsibility to update this report or our estimate of value for events and circumstances occurring subsequent to the date of this report.

4. The calculation report and the estimate of value arrived at therein is intended and restricted to the Board of Directors and management United Urology Centers, LLC or United Shockwave Services, Ltd. and their accountants, brokers and attorneys, and is valid only as of September 30, 2013, solely for internal purposes, and is intended for no other purpose or users. No part of this report may be copied or made available to any persons without the prior written consent and approval of Frost, Ruttenberg & Rothblatt, P.C. None of the contents of this report may be disseminated to the public through advertising media, public relations, news media, sales media, mail, direct transmittal or any other means of communication without the prior written consent and approval of Frost, Ruttenberg & Rothblatt, P.C. No item in this report may be changed by anyone other than Frost, Ruttenberg & Rothblatt, P.C., and we shall have no responsibility for any unauthorized changes.

APPENDIX A

5. We have had limited discussions with management. Our report is based on historical and prospective financial information provided to us by management, internet information websites and other third parties. These have been accepted without any verification as fully and correctly reflecting the enterprise's business conditions and operating results for the respective periods. Had we audited, reviewed or compiled the underlying data, matters may have come to our attention which would have resulted in our using amounts which differ from those provided; accordingly, we take no responsibility for the underlying data relied upon in our estimate of value, nor do we express any audit opinion or any other form of assurance regarding this information.

6. Users of this business valuation report should be aware that business valuations may be based on future earnings potential and asset values that may or may not materialize. Therefore, the actual results achieved during the projection period can vary from the projections utilized in this valuation, and the variations may be material. Thus, we do not provide assurance on the achievability of the results forecast by the subject entity, as achievement of forecast results is dependent on actions, plans and assumptions of management.

7. We have relied upon the representation of owners, management and other third parties concerning the value and useful condition of all equipment, real estate and investments used in the business, and any other assets or liabilities, except as specifically stated to the contrary in this report. We have not attempted to confirm whether or not all assets of the business are free and clear of liens and encumbrances or that the business has good title to all assets.

8. The estimate of value included in this report presumes that the existing business and current level of management expertise and effectiveness will maintain its character and integrity through any sale, reorganization or reduction of any owner's/manager's participation in the existing activities. Therefore, we used a going concern premise of value.

9. Frost, Ruttenberg & Rothblatt, P.C. does not purport to be a guarantor of value. Valuation of a closely held business is an imprecise science, with value being a question of fact, and reasonable people can differ in their estimates of value. We have, however, used conceptually sound and commonly accepted methods and procedures of valuation in calculating the estimated fair market value included in this report.

10. The valuation analyst, by reason of performing this valuation and preparing this report, is not required to give expert testimony or to be in attendance in court or at any government hearing with reference to the matters contained herein, or to perform any future services regarding the subject matter or this report unless prior arrangements have been made with Frost, Ruttenberg & Rothblatt, P.C. regarding such additional engagement.

11. Economic, industry, statistical and other public information has been obtained from sources we believe to be reliable, including various printed and/or electronic reference sources. However, we make no representation as to the accuracy or completeness of such information and have performed no procedures to corroborate the information.

12. This report and estimate of value are not intended as, and should not be construed as, investment advice in any manner whatsoever. The estimate of value represents the considered opinion of Frost, Ruttenberg & Rothblatt, P.C., based on information furnished to us by the Company, its management, and other sources.

13. Frost, Ruttenberg & Rothblatt, P.C. is not an environmental consultant or auditor, and takes no responsibility for any actual or potential environmental liabilities. Nor did we conduct or provide an environmental assessment or perform one for the subject property. Any person entitled to rely on this report who wishes to know whether such liabilities exist, or the scope and effect on the value of the property, is encouraged to obtain a professional environmental assessment. Unless otherwise stated, no effort has been made to determine the possible effect, if any, on the subject business due to future Federal, state, or local legislation, including any environmental or ecological matters or interpretations thereof.

14. Frost, Ruttenberg & Rothblatt, P.C. has not determined independently whether the Companies are subject to any present or future liability relating to environmental matters (including, but not limited to CERCLA/Superfund liability) nor the scope of any such liabilities. Our valuation takes no such liabilities into account, except as they may have been specifically reported to us by the subject company, or by an environmental consultant working for the subject company, and then only to the extent that such liabilities were reported to us in actual or estimated dollar amounts. Such matters, if any, are noted in this report. We have relied on such reports, if any, without verification, and we offer no warranty or representation as to their accuracy or comprehensiveness.

15. Frost, Ruttenberg & Rothblatt, P.C. has not made a specific compliance survey or analysis of the subject property, if any, to determine whether it is subject to, or in compliance with, the American Disabilities Act of 1990, and this valuation does not consider the effect, if any, of noncompliance.

16. Any U.S. federal tax advice included in this communication (including any attachments) was not intended or written to be used, and cannot be used, for purpose of (i) avoiding U.S. federal tax-related penalties or (ii) promoting, marketing or recommending to another party any tax-related matter addressed herein.

17. This calculation report includes an amount attributable to the fair market value of certain property and equipment. FR&R was provided with this amount and FR&R does not take any responsibility for this amount. The amount representing the fair market value of the certain property and equipment is for convenience purposes only. This calculation report is strictly for the purpose of assisting you in the calculation of the fair market value of the license/certification business, owned by United Urology Centers, LLC ("UUC") as of September 30, 2013, in conjunction with the sale of such asset to United Shockwave Services, Ltd. ("USS"). The calculation date is as of September 30, 2013.

APPENDIX B

Valuation Analysts' Representations

We certify to the best of our knowledge and belief:

1. The statements of fact in this report are true and correct subject to the assumptions and limiting conditions.

2. The reported analyses, opinions, and conclusions are limited only by the reported assumptions and limiting conditions, and is our personal, unbiased professional analyses, opinions and conclusions.

3. My analyses, opinions, and conclusions were developed, and this valuation and report has been prepared in accordance with the National Association of Certified Valuation Analysts standards for conducting and reporting on business valuations, and in conformity with the 2008 American Institute of Certified Public Accountants Statement on Standards for Valuation Services No. 1, amended.

4. I have no current or contemplated financial interest in UUC or USS or Shareholder interests.

5. I have no bias with respect to the UUC or USS that are the subject of this report or to the parties involved with this assignment.

6. The economic and industry data included in the valuation report have been obtained from various printed or electronic reference sources that the valuation analyst believes to be reliable. The valuation analyst has not performed any corroborating procedures to substantiate that data.

7. I am the certified valuation professionals that conducted this valuation.

8. My background, experience, education and professional association memberships (and activities) are presented in Appendix C demonstrate my qualifications to perform this valuation.

9. The fees for this engagement were based upon our normal billing procedures and were in no way contingent upon the results of our findings.

10. Arlen S. Lasinsky has provided professional assistance to the person signing this report.

11. Frost, Ruttenberg & Rothblatt, P.C., and Tim G. Crosby are valuators who regularly perform fair market value determinations.

12. The signatory of this report holds designations with various professional valuation organizations and are in compliance with all certification and continuing education requirements of those organizations.

Tim G. Crosby

Tim G. Crosby, CPA/CVA

APPENDIX C

STATEMENT OF QUALIFICATIONS

TIM G. CROSBY, CPA, CVA
Officer/Shareholder

Tim G. Crosby, CPA, CVA, a Shareholder at Frost, Ruttenberg & Rothblatt, P.C., is involved with providing business valuations and financial advisory services to a wide range of clients.

Tim has been a CPA for over thirty years and he has worked in a variety of environments – from a small, regional CPA firm that specialized in closely held businesses, to the tax department of a large national CPA firm dealing with multimillion dollar enterprises. At FR&R, Tim is active in the firm's Mergers & Acquisition Practice Group where he is involved in various business transactions including, due diligence, market valuation, and tax consulting. Tim uses his vast knowledge to guide businesses in a multitude of areas including planned expansions, contemplated exit strategies, or reviewing their strategic plans.

Tim has been responsible for private company financial reporting, tax return preparation, analysis and projections, business plans, and the valuation and critique of numerous businesses. He has crafted a strategic buy-in and compensation plan to transition a public relations firm from the retiring founder to new owners. As part of FR&R's Mergers and Acquisition Department, he helped spearhead efforts to enhance services, such as matching buyers with sellers. He has also successfully headed the U.S. business efforts for an International company in their purchase of a domestic company. His due diligence efforts in this transaction helped with the successful purchase closing.

Tim has expanded his broad professional experience in valuing businesses through certification courses, specialized courses and training through the National Association of Certified Valuation Analysts. As an on-going part of continuing professional education, Tim has attended seminars conducted by the American Institute of Certified Public Accountants, the National Association of Certified Valuation Analysts, Business Valuation Resources and the Illinois Society of Certified Public Accountants. His valuation practice has included consultations on the sale and/or purchase of interests in closely held entities as well as formal valuations for estate and gift tax purposes, S corporation elections, and mergers and acquisitions.

A graduate of Northeastern Illinois University with a bachelor's degree in accounting, Tim went on to attend courses in the master's tax program at DePaul University, earn his CPA and a Certified Valuation Analyst (CVA) designation from the National Association of Certified Valuation Analysts (NACVA). In addition to NACVA, Tim is also a member of the American Institute of Certified Public Accountants, Illinois CPA Society and Midwest Business Brokers and Intermediaries. He is licensed as a CPA in Illinois.