

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Medley LLC

2. All other names debtor used in the last 8 years Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 27-2437343

4. Debtor's address Principal place of business Mailing address, if different from principal place of business 280 Park Avenue 6th Floor East New York, NY 10017 New York County Location of principal assets, if different from principal place of business

5. Debtor's website (URL) https://llcinvestors.mdly.com

6. Type of debtor [X] Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) [] Partnership (excluding LLP) [] Other. Specify:



2110526210307000000000001

Debtor **Medley LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5239

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
 District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

Debtor **Medley LLC** Case number (if known) _____
Name

List all cases. If more than 1, attach a separate list

Debtor _____ Relationship _____
 District _____ When _____ Case number, if known _____

- 11. Why is the case filed in this district?** *Check all that apply:*
- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
 - A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

- 12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?** No
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
- Why does the property need immediate attention?** *(Check all that apply.)*
- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
 - It needs to be physically secured or protected from the weather.
 - It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 - Other _____
- Where is the property?** _____
 Number, Street, City, State & ZIP Code
- Is the property insured?**
- No
 - Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

- 13. Debtor's estimation of available funds** *Check one:*
- Funds will be available for distribution to unsecured creditors.
 - After any administrative expenses are paid, no funds will be available to unsecured creditors.

- 14. Estimated number of creditors**
- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

- 15. Estimated Assets**
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input checked="" type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

- 16. Estimated liabilities**
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input checked="" type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor **Medley LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **March 7, 2021**
MM / DD / YYYY

X /s/ Richard T. Allorto, Jr.
Signature of authorized representative of debtor

Title **Chief Financial Officer**

Richard T. Allorto, Jr.
Printed name

18. Signature of attorney

X /s/ Eric J. Monzo
Signature of attorney for debtor

Date **March 7 2021**
MM / DD / YYYY

Eric J. Monzo
Printed name

Morris James LLP
Firm name

**500 Delaware Avenue, Suite 1500
Wilmington, Delaware 19801**
Number, Street, City, State & ZIP Code

Contact phone **(302) 888-6800** Email address **emonzo@morrisjames.com**

DE Bar No. 5214
Bar number and State

- and -

**Lowenstein Sandler LLP
Robert M. Hirsh, Esq.
Eric Chafetz, Esq.
Phillip Khezri, Esq.
1251 Avenue of the Americas
New York, New York 10020
(212) 262-6700 (Telephone)
(212) 262-7402 (Facsimile)**

Official Form 201A (12/15)

[If debtor is required to file periodic reports (e.g. forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]

**United States Bankruptcy Court
District of Delaware**

In re Medley LLC Debtor(s) Case No. _____ Chapter 11

**Attachment to Voluntary Petition for Non-Individuals Filing for
Bankruptcy under Chapter 11**

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-37857.

2. The following financial data is the latest available information and refers to the debtor's condition on 3/2/2021.

a. Total assets		\$	<u>5,422,369.00</u>					
b. Total debts (including debts listed in 2.c., below)		\$	<u>140,752,116.00</u>					
c. Debt securities held by more than 500 holders:				Approximate number of holders:				
secured	<input type="checkbox"/>	unsecured	<input checked="" type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>122,595,000.00</u>	<u>2,535</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
secured	<input type="checkbox"/>	unsecured	<input type="checkbox"/>	subordinated	<input type="checkbox"/>	\$	<u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock			<u>0</u>					<u>0</u>
e. Number of shares common stock			<u>3,110,631</u>					<u>0</u>

Comments, if any:

3. Brief description of Debtor's business:

The Debtor is the direct subsidiary of Medley Management Inc. ("MDLY"), a public company traded on the New York Stock Exchange under the symbol, "MDLY," and sole managing member of the Debtor.

The Debtor, through its direct and indirect subsidiaries, including Medley Capital LLC ("Medley Capital," and collectively with MDLY, the Debtor, and each of the Debtor's direct and indirect subsidiaries, the "Company"), is an alternative asset management firm offering yield solutions to retail and institutional investors.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Medley Management Inc.

Fill in this information to identify the case:Debtor name Medley LLCUnited States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

 Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration **List of Equity Holders and Statement of Corporate Ownership**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 7, 2021X /s/ Richard T. Allorto, Jr.

Signature of individual signing on behalf of debtor

Richard T. Allorto, Jr.

Printed name

Chief Financial Officer

Position or relationship to debtor

**United States Bankruptcy Court
District of Delaware**

In re Medley LLC

Debtor(s)

Case No.

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Freedom 2021 LLC 32 Rose Lane Larkspur, CA 94939			1.61% Equity Interest
Medley Management Inc. 280 Park Avenue 6th Floor East New York, NY 10017			98.39% Equity Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Chief Financial Officer** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date March 7, 2021Signature /s/ Richard T. Allorto, Jr.
Richard T. Allorto, Jr.

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
District of Delaware**

In re Medley LLC

Debtor(s)

Case No.

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Medley LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Medley Management Inc.
280 Park Avenue
6th Floor East
New York, NY 10017

None [*Check if applicable*]

March 7, 2021

Date

/s/ Eric J. Monzo

Eric J. Monzo, Esq. (DE Bar No. 5214)

Morris James LLP
500 Delaware Avenue, Suite 1500
Wilmington, DE19810
Phone: (302) 888-6800
Email: emonzo@morrisjames.com

- and -

Lowenstein Sandler LLP
Robert M. Hirsh, Esq.
Eric S. Chafetz, Esq.
Phillip Khezri, Esq.
1251 Avenue of the Americas
New York, NY 10020
Phone: (212) 262-6700
Fax: (212) 262-7402

Counsel for Medley LLC

Fill in this information to identify the case:

Debtor Name: Medley LLC
United States Bankruptcy Court for the District of Delaware

Check if this is an Amended filing

CASE NUMBER (if known): 21-_____

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Holding 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes.¹ Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
U.S. Bank National Association, Trustee, Registrar and Paying Agent for Medley LLC Unsecured Debt Securities One Federal Street, 3 rd Floor Boston, MA 02110	Steven Gomes, Vice President Phone: (617) 603-6549 E-mail: steven.gomes@usbank.com	Medley LLC 7.25% Unsecured Notes Due January 30, 2024				\$69,000,000

¹ Inclusion on this list shall not constitute an admission by the Debtors regarding the extent or validity of the debts set forth herein.

Debtor Medley LLC
Name

Case Number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
U.S. Bank National Association, Trustee, Registrar and Paying Agent for Medley LLC Unsecured Debt Securities One Federal Street 3 rd Floor Boston, MA 02110	Steven Gomes, Vice President Phone: (617) 603-6549 E-mail: steven.gomes@usbank.com	Medley LLC 6.875% Unsecured Notes Due August 15, 2026				\$53,600,000
Strategic Capital Advisory Services, LLC 695 Town Center Drive Suite 600 Costa Mesa, CA 92626	Kenneth Jaffe, President Phone: (657) 383-9640 E-mail: KJaffe@scadvisoryservices.com					\$7,700,000
NYSE Market (DE), Inc. Intercontinental Exchange 11 Wall Street, 15 th Floor New York, NY 10005	Kerri Ramirez, Senior Manager 212.656.5589 E-mail: Kerri.Ramirez@nyse.com E-mail: Accountsreceivable@theice.com					\$70,000
American Express World Financial Center 200 Vessey Street New York, NY 10285	Phone: 800.472.9297	Trade Vendor				\$1,323.975

Debtor Medley LLC
Name

Case Number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Royce Solomon, et al. v. American Web Loan, Inc., et al. c/o Kathleen Mary Donovan-Maher, Lead Attorney – <i>For Notice Purposes Only</i> Berman Tabacco One Liberty Square Boston, MA 02109 Leonard Anthony Bennett, Lead Attorney – <i>For Notice Purposes Only</i> Consumer Litigation Associates 763 J Clyde Morris Boulevard, Suite 1A Newport News, VA 23601 Matthew Bernard Byrne, Lead Attorney – <i>For Notice Purposes Only</i> Gravel & Shea PC 76 St. Paul Street, 7 th Floor Burlington, VT 05402-0369	Kathleen Mary Donovan-Maher Phone: 617.542.8300 E-mail: kdonovanmaher@bermantabacco.com Leonard Anthony Bennett Phone: 757.930.3662 E-mail: lenbennett@clalegal.com Matthew Bernard Byrne Phone: 802.658.0220 E-mail: mbyrne@gravel Shea.com	Pending Lawsuit U.S. District Court, Eastern District of Virginia (Newport News) Civil Case No. 4:17-cv-00145-HCM-RJK	CUD			Unknown/Unliquidated

MEDLEY MANAGEMENT INC.

**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF A MEETING**

Dated: February 26, 2021

The undersigned, constituting all of the members of the Board of Directors (the "Board") of Medley Management Inc., a Delaware corporation ("MDLY" or the "Company"), acting without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, do hereby consent to the adoption of, and do hereby adopt, the following resolutions:

CHAPTER 11 FILING

WHEREAS, MDLY is the managing member of Medley LLC, a Delaware limited liability company ("Medley LLC"); and

WHEREAS, on February 9, 2021, the Board constituted, designated and appointed the Restructuring Subcommittee of the Board consisting of three independent directors (the "Restructuring Subcommittee" or the "Subcommittee"), with the Board granting and delegating to the Restructuring Subcommittee all power, authority, and decision-making discretion, on behalf of the Board, with respect to rendering all determinations, granting all authorizations and approvals, and making all decisions on behalf of the Board with respect to authorizing and approving any and all restructuring transactions with respect to Medley LLC (including without limitation filing a voluntary petition for relief and initiating a case under the provisions of chapter 11 of title 11 of the United States Code, or otherwise related to, or incidental to, the restructuring matters or bankruptcy process in connection therewith), with the Restructuring Subcommittee having full and complete power, authority and decision-making discretion with respect to rendering all determinations, authorizations, approvals and decisions with respect to authorizing any and all restructuring transaction(s) as the Restructuring Subcommittee may approve in its discretion, including the filing of a chapter 11 case (in such form, and at such time, as the Restructuring Subcommittee may approve), authorizing the employment, retention, engagement and hiring of professionals on behalf of Medley LLC in connection with a restructuring transaction including any chapter 11 case and any related restructuring or bankruptcy matters (including without limitation legal, financial, accounting and/or bankruptcy services firms), and otherwise coordinating any restructuring transactions including any chapter 11 case and all restructuring matters, any bankruptcy process, and all matters in connection therewith; and

WHEREAS, the Restructuring Subcommittee has considered, reviewed and discussed materials and information provided to it by Medley LLC's management and Medley LLC's financial, legal, and accounting advisors regarding the assets, liabilities, and liquidity situation of Medley LLC, the strategic alternatives available to Medley LLC and the impact of the foregoing on Medley LLC's business, members, creditors, equity and unit holders, and other parties in interest; and

WHEREAS, the Restructuring Subcommittee has had the opportunity to consult with the management and the financial, legal, and accounting advisors of Medley LLC and fully consider each of the strategic alternatives available; and

WHEREAS, at a meeting of the Restructuring Subcommittee held on February 25, 2021, the Restructuring Subcommittee recommended and authorized the filing by Medley LLC of the Chapter 11 Case (as hereinafter defined), and directed that the foregoing recommendation and authorization be submitted to the Board for its approval and adoption; and

WHEREAS, at a meeting of the Board held on February 26, 2021, the Board determined to approve and adopt the recommendation of the Restructuring Subcommittee, and to authorize the filing by Medley LLC of the Chapter 11 Case.

NOW, THEREFORE, BE IT

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of Medley LLC, its business, members, creditors, equity and unit holders, and other parties in interest, that Medley LLC shall be, and hereby is, authorized to file or cause to be filed a voluntary petition for relief (the "Chapter 11 Case") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"); and be it further

RESOLVED, that each of Brook Taube, Medley LLC's Co-Chief Executive Officer, Seth Taube, Medley LLC's Co-Chief Executive Officer, Richard T. Allorto, Jr., Medley LLC's Chief Financial Officer, Nathan Bryce, Medley LLC's General Counsel, or any other officers of Medley LLC designated by any of the foregoing (collectively, the "Authorized Officers"), acting alone, or with one or more other Authorized Officers be, and they hereby are, authorized, empowered and directed to execute and file on behalf of Medley LLC all petitions and amendments thereto under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") and to execute and file on behalf of Medley LLC, all schedules, lists, motions, applications, pleadings and other papers or documents as necessary to commence the Chapter 11 Case and obtain chapter 11 relief, and to take any and all actions and deeds that they deem necessary, proper or desirable to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of Medley LLC's business; and be it further

RETENTION OF PROFESSIONALS

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and directed to retain and employ, in the name and on behalf of Medley LLC, the law firm of Lowenstein Sandler LLP ("Lowenstein"), as general bankruptcy counsel to Medley LLC in connection with the Chapter 11 Case, to represent and assist Medley LLC in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance Medley LLC's rights, obligations and interests, including but not limited to filing any motions, applications or other pleadings and representing Medley LLC in connection with any proposed plan of reorganization proposed under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with the power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed in the

Bankruptcy Court an appropriate application for authority to retain the services of Lowenstein; and be it further

RESOLVED, that the Authorized Officers are, and any of them acting alone is, hereby authorized and directed to retain and employ, in the name and on behalf of Medley LLC, the firm of B. Riley Securities, Inc. (or one of its appropriate affiliates) (collectively, "B. Riley"), as investment banker and financial advisor to Medley LLC in connection with the Chapter 11 Case, to represent and assist Medley LLC in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance Medley LLC's rights, obligations and interests; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed in the Bankruptcy Court an appropriate application for authority to retain the services of B. Riley; and be it further

RESOLVED, that the Authorized Officers are, and any of them acting alone is, hereby authorized and directed to retain and employ, in the name and on behalf of Medley LLC, the firm of Morris James LLP ("Morris James"), as local Delaware counsel to Medley LLC in connection with the Chapter 11 Case, to represent and assist Medley LLC in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance Medley LLC's rights, obligations and interests; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed in the Bankruptcy Court an appropriate application for authority to retain the services of Morris James; and be it further

RESOLVED, that the Authorized Officers are, and any of them acting alone is, hereby authorized and directed to retain and employ, in the name and on behalf of Medley LLC, the firm of Eversheds Sutherland (US) LLP ("Eversheds"), as special counsel to Medley LLC in connection with the Chapter 11 Case, to represent and assist Medley LLC in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance Medley LLC's rights, obligations and interests; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed in the Bankruptcy Court an appropriate application for authority to retain the services of Eversheds; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered, should they deem it necessary or advisable, to retain and employ, in the name and on behalf of Medley LLC, Kurtzman Carson Consultants LLC as claims, noticing and balloting agent ("KCC") in connection with the Chapter 11 Case to assist Medley LLC in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance Medley LLC's rights, obligations and interests; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed in the Bankruptcy Court appropriate applications for authority to retain the services of KCC; and it is further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered, should they deem it necessary or advisable, to retain and employ, in the name and on behalf of Medley LLC, Delaware Trust as disbursing agent

("Delaware Trust") in connection with the Chapter 11 Case to assist Medley LLC in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance Medley LLC's rights, obligations and interests; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed in the Bankruptcy Court appropriate applications for authority to retain the services of Delaware Trust; and it is further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered to retain and employ, in the name and on behalf of Medley LLC, any other professionals to assist Medley LLC in connection with the Chapter 11 Case, including to represent and assist Medley LLC in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and empowered to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed in the Bankruptcy Court appropriate applications for authority to retain the services of any other professionals as they may deem in the future necessary, appropriate or advisable; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized, empowered and directed to execute and file in the Bankruptcy Court all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that the Authorized Officers deem necessary, proper, or desirable in connection with Medley LLC's Chapter 11 Case, with a view to the successful prosecution of such case; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized, empowered and directed, in the name and on behalf of Medley LLC, to take or cause to be taken such additional actions, to make, enter into, execute, deliver, ratify, certify, file and record any and all additional agreements, documents, certificates, materials and instruments, to incur fees and expenses, and to disburse funds of Medley LLC, as any of them may deem necessary or appropriate to implement the foregoing resolutions, and to appoint such agents on behalf of Medley LLC as any such Authorized Officer may deem necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete the Chapter 11 Case, the taking of any such action or execution of any such agreements and/or documents to be conclusive evidence of such determination; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized, empowered and directed to cause the performance of the obligations of Medley LLC under chapter 11 of the Bankruptcy Code, and to take all actions as any such Authorized Officer may deem reasonable, expedient, convenient, necessary or proper in connection with the foregoing, the taking of any such action to be conclusive evidence of such determination; and be it further

GENERAL

RESOLVED, that the officers of MDLY and Medley LLC be, and each of them hereby is, authorized and empowered to execute and deliver such documents and instruments, and to do

such other acts and things as such officer may deem necessary or appropriate to implement these resolutions; and be it further

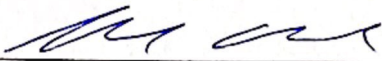
RESOLVED, that the officers of MDLY and Medley LLC be, and each of them hereby is, authorized and empowered, in the name of and on behalf of MDLY and Medley LLC, as applicable, or otherwise, to do and perform, or cause to be done and performed, any and all such acts, deeds and things, to make, execute and deliver, or cause to be made, executed and delivered, any and all instruments, certificates, documents and agreements, and to take any and all actions as may be necessary, or in their opinion, desirable to carry into effect the intent and purpose of the foregoing resolutions and the transactions contemplated thereby; and the execution by such officers of any such agreement, undertaking, document, instrument or certificate or the payment of any such fees and expenses, or the engagement of such persons or the doing by them of any act in connection with the foregoing matters, shall conclusively establish their authority therefor, and the approval and ratification of the agreements, undertakings, documents, instruments or certificates so executed, the expenses so paid and the actions so taken; and be it further

RESOLVED, that any and all acts, transactions, agreements, certificates, statements, reports, documents, instruments or papers previously done or signed on behalf of MDLY or Medley LLC by any director or officer of MDLY or Medley LLC in connection with, or in furtherance of the foregoing be, and they hereby are, in all respects approved and ratified as the true acts and deeds of MDLY or Medley LLC, including, but not limited to, the Authorized Officers, or otherwise, as applicable, with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of the Board.

This written consent may be executed in one or more counterparts, each of which shall be deemed original but all of which together shall constitute one and the same written consent, and may be evidenced by a facsimile and e-mail transmission, which shall for all purposes be deemed of the same legal force and effect as the unanimous consent bearing the original signature of the executing person.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being all the members of the Board, hereby consent to and approve and adopt these resolutions as of the date first stated above and direct that this written consent be filed in the books and records of the Company.



Brook Taube



Seth Taube

Guy Rounsaville, Jr.

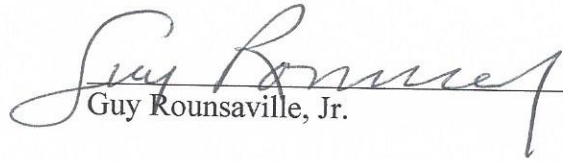
John Dyett

Peter Kravitz

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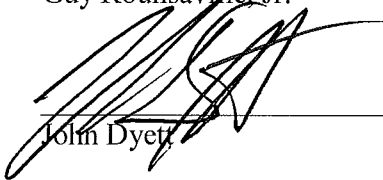
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