

Liquidity Services Inc.

NASDAQ: LQDT

Investor Presentation Q3 FY'12

Liquidation.com

**Government
Liquidation**

GovDeals[®]

**Network
INTERNATIONAL**

 **JACOBS
TRADING
COMPANY**

 **GoIndustry
DoveBid**

 **TruckCenter.com**

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 business which was closed effective September 30, 2011.

- **Leading E-Commerce Marketplace for Surplus Assets**
- **Large and Growing Market Opportunity**
- **Compelling Customer Value Proposition and Prestigious Client Roster**
- **Extensive Base of Buyers and Sellers with a Network Effect**
- **Proven Track Record of Growth and Profitability**
- **Strong Growth Prospects with Key Competitive Advantages**
- **Committed Team and Board with High Inside Ownership**

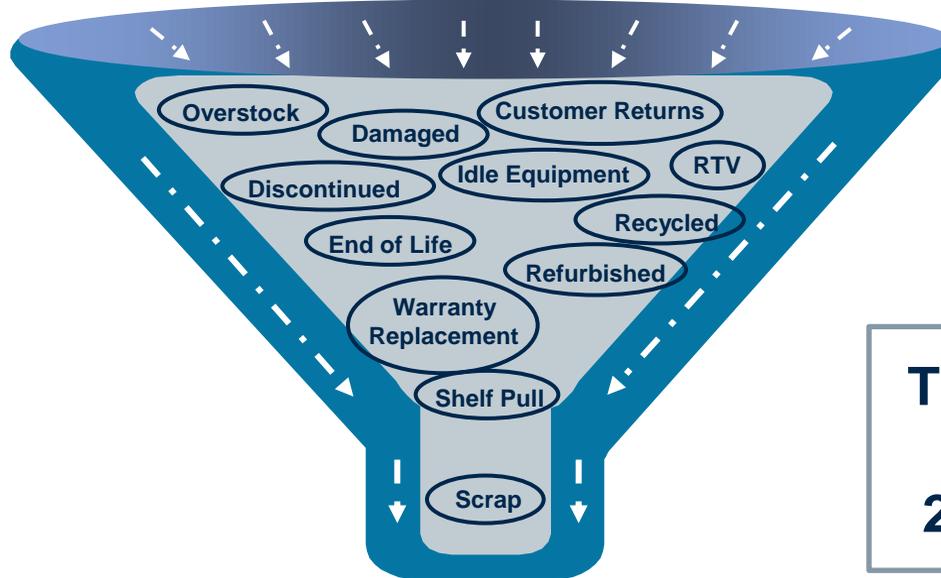
Reverse Supply Chain Market Overview

THE TRADITIONAL SUPPLY CHAIN



Macro Drivers

- Return Policies
- Product Innovation
- Regulatory Policies
- Supply Chain Inefficiencies



The secondary market is 2.28% of GDP

THE REVERSE SUPPLY CHAIN

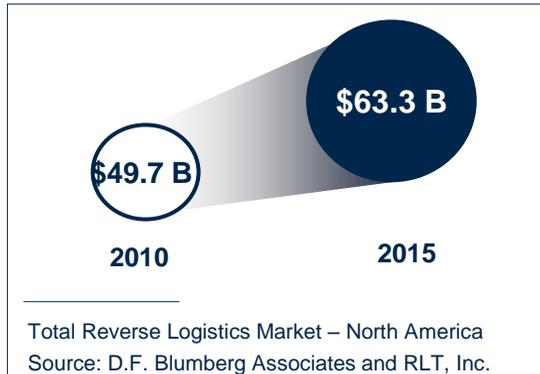
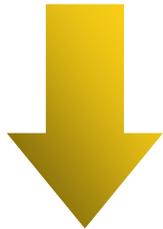
Surplus and Salvage Goods

Inefficient and Fragmented Marketplace Has Led to Historically Low Recovery Values

Addressing Multiple Large Market Opportunities

U.S. Retail

Liquidation.com



Global Capital Assets



U.S. Public Sector

Government Liquidation

GovDeals



The Liquidity Services Network Effect



Liquidity Services Delivers Significant Value to Buyers and Sellers Creating a Network Effect

Our Professional Buyers

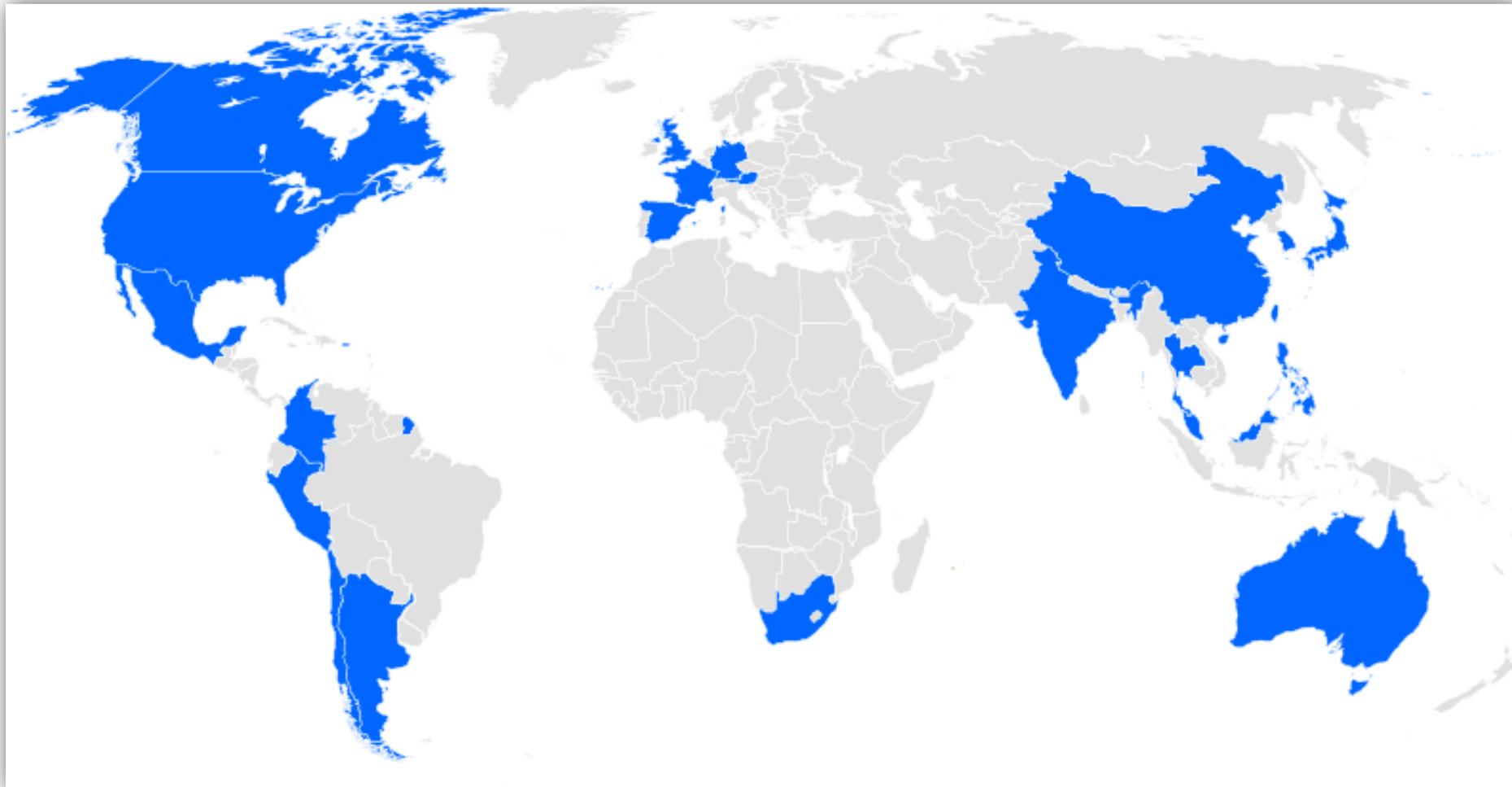
- **Online Power Sellers**
- **Discount Retailers**
- **End Users**
- **VARS / Refurbishers**
- **Import / Export Firms**
- **Flea Market Resellers**
- **Scrap Recyclers**

Buyer Benefits

- **Access to Large Flow of Assets**
- **Prices Below Wholesale Cost**
- **Product Search Tools & Alerts**
- **Turn-key, Low Cost Shipping**
- **Secure Settlement**
- **Customer Support**

Liquidity Services Provides the Right Services to Gain Buyer Trust and Satisfaction

Global Presence in over 25 Countries



Global Network of Asset Valuation and Field Services Professionals



Logistics Services

- 7 U.S. Warehouse locations totaling 1.7 million square feet
- 5 U.S. Lot/Yard Locations totaling 62 acres
- Negotiated rates with leading national carriers
- Buyer pick-up services
- Full menu of seller services

Liquidity Services Provides Integrated Logistics Services to Meet Buyer and Seller Needs

Professional Seller Base

- 139 of the Fortune 1000
- 7 of the top 10 U.S. Retailers
- 2 of the top 3 Online Retailers
- 3 of the top 4 Warehouse Clubs
- 8 of the largest Industrial Multinationals
- U.S. Department of Defense
- Manufacturers and OEMs
- 4,700+ State and Local Government Agencies
- Middle Market Retailers
- Service Companies
- Distributors and VARs

Seller Benefits

- Access to over 1.8 million Professional Buyers
- Full Transparency
- Higher Net Returns
- Faster Sales Cycle
- Brand and Channel Protection
- Incentive Aligned Interests
- Regulatory Compliance
- Integrated Logistics Services
- Valuation Services
- Redeployment Tools

Liquidity Services Serves a Growing Pipeline of Large and Mid-size Sellers

Blue Chip, Global Clients Across All Major Industries

Retailers



Retail OEM's



Government



Energy



Transportation



Technology



Healthcare & BioPharma



Industrial



Asset-Based Lenders



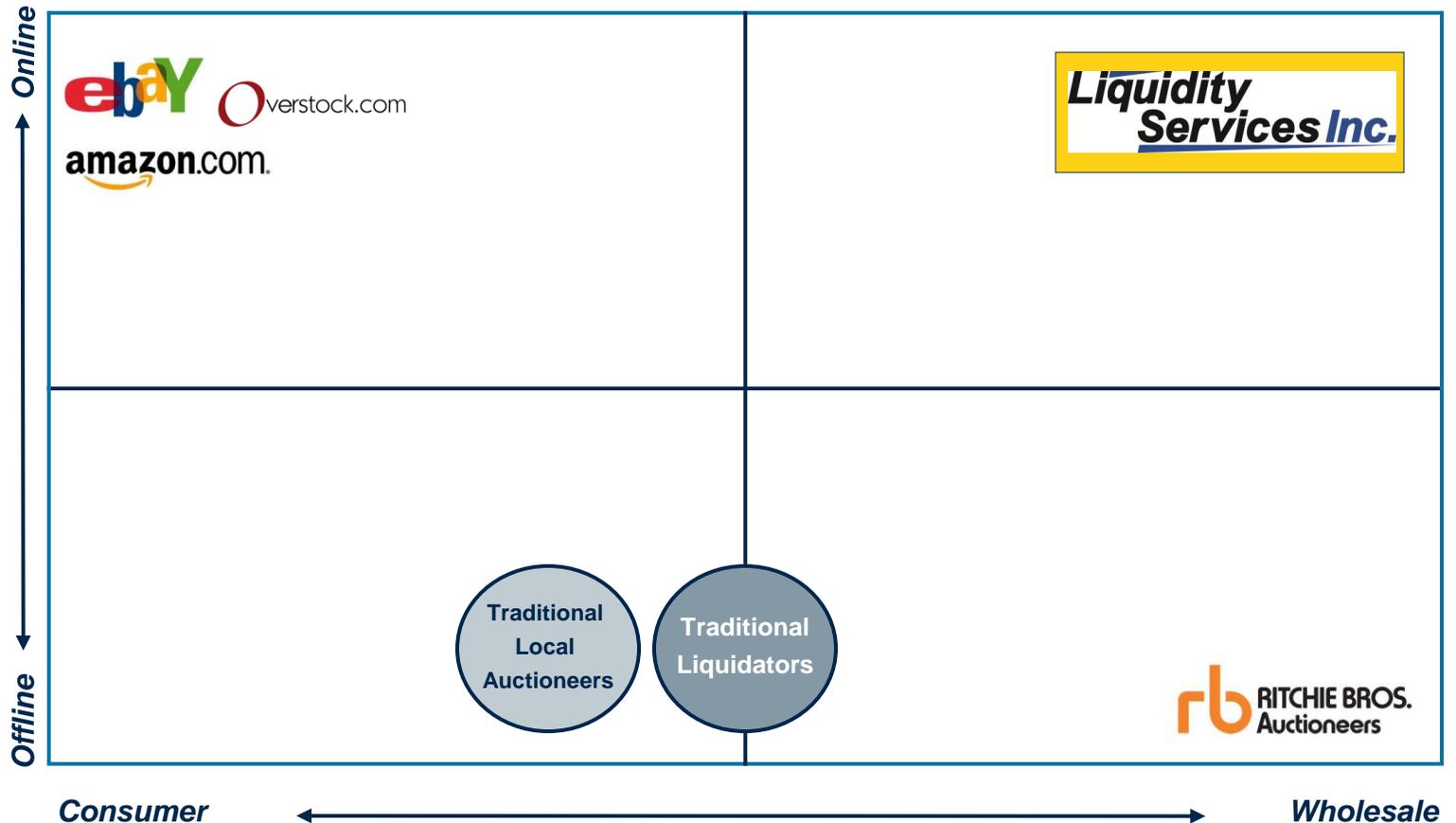
Differentiated Competitive Position

eCommerce Players

- Consumer Focus
- Single units/small lots
- New or like-new vintage merchandise
- Commodity/low margin products
- Competition with brick & mortar

Traditional Offline Players

- Geographically limited customer reach
- Outdated sales methods
- Limited tracking and compliance capabilities
- Misaligned incentives
- Not scalable solution



Liquidity Services' Wholesale Focused Online Marketplace is Highly Differentiated

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**

Achieve \$1.5 billion in GMV and \$150 million in Adj. EBITDA within the next five years.

Compelling Business Model

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

Strong Financial Position

- **\$84.6 Million of Cash**
- **\$40 million of subordinated debt**
- **Strong Cash Flow Dynamics – trailing 12 month Adj. EBITDA of \$99.5 million**
- **39 Consecutive Quarters of Profitability**
- **Minimal Cap Ex – \$5.0 - \$6.0M annually**

Liquidity Services Key Operating Metrics*

Total Registered Buyers

Nine Months



Total Auction Participants

Completed Transactions



*All numbers are in thousands and indicate Fiscal Year ended of September 30.

Financial Highlights*

Gross Merchandise Volume



Revenue



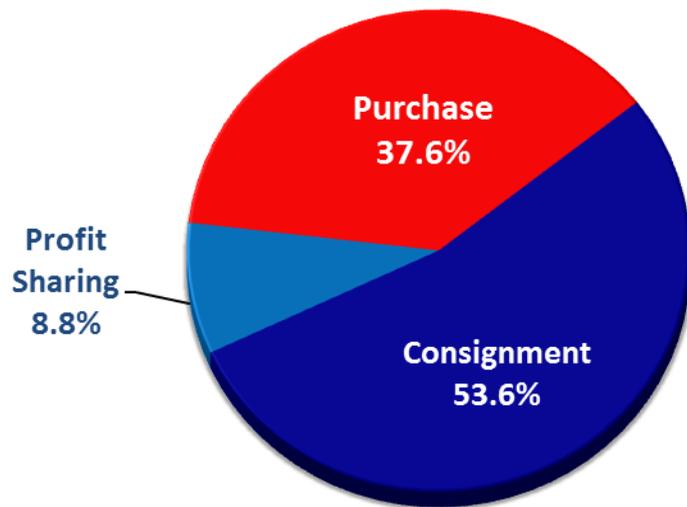
Multiple, Synergistic Revenue Streams

- Consignment Model
- Profit Sharing Model
- Purchase Model
- Buyer Premium Fees

* All numbers are in millions.

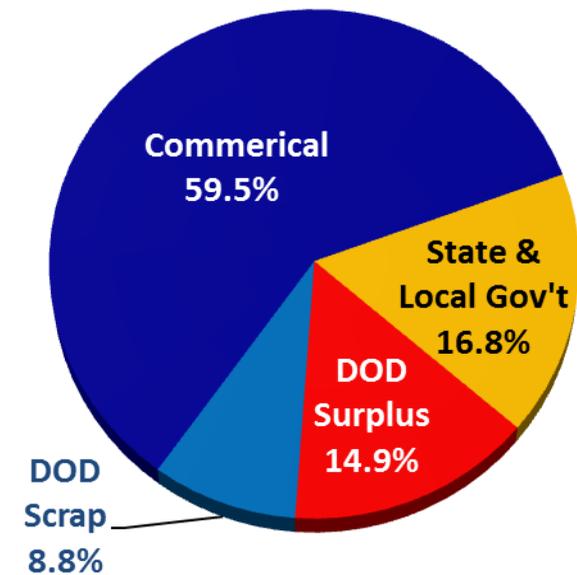
GMV Mix

Pricing Model



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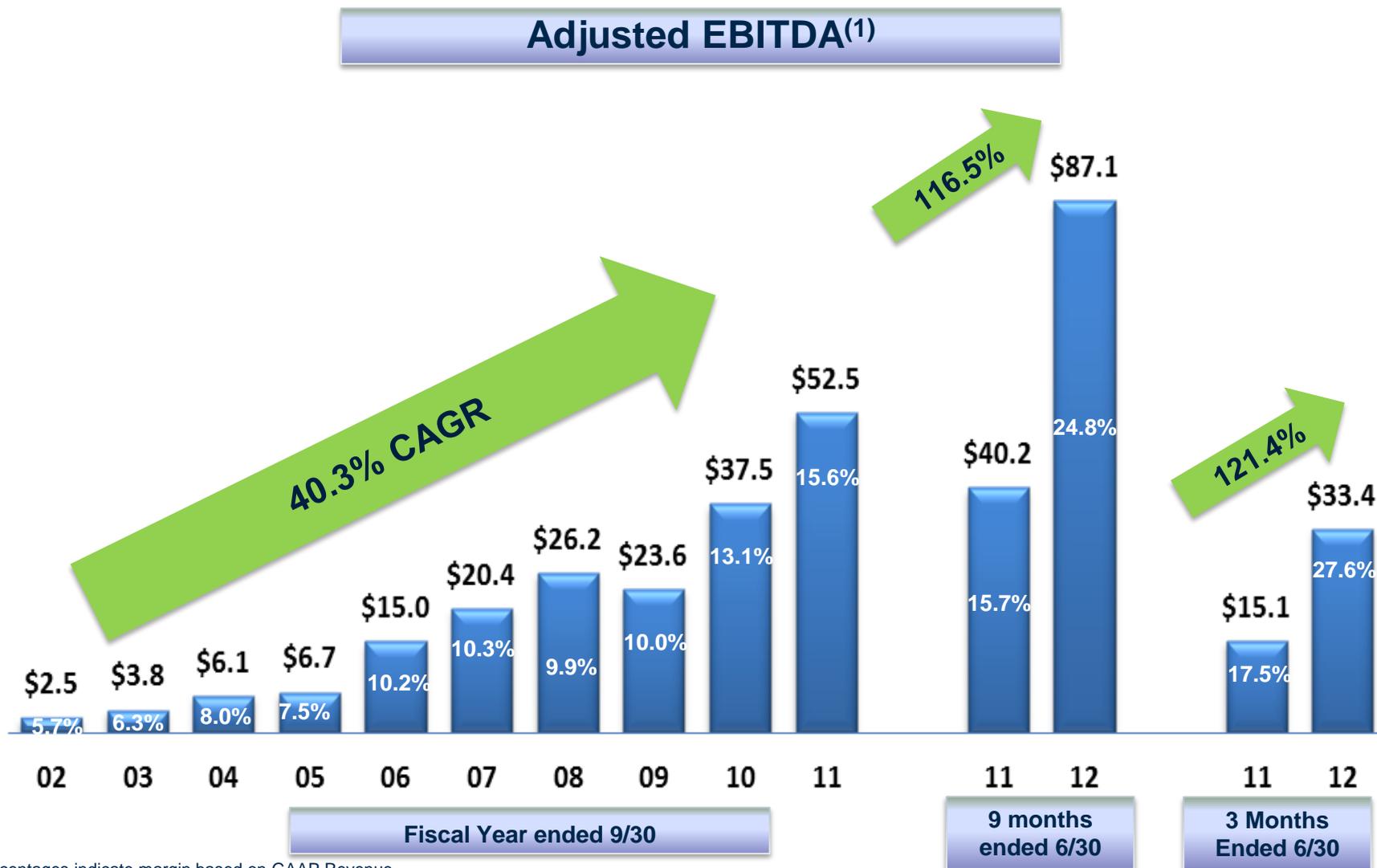
Seller Base



Q3 '12

Liquidity Services Has a Diversified Business and Seller Base

Consistent Profitability



Note: Percentages indicate margin based on GAAP Revenue

(1) Adjusted EBITDA shown for fiscal years 2002 – 2011 and the interim time periods 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 and 2011, Net Income was \$1.3M, \$2.8M, \$5.3M, \$4.1M, \$8.0M, \$11.0M, \$11.6M, \$5.7M, \$12.0M and \$8.5M, respectively. For the three and nine months June 30, 2011 and 2012, net income was \$(1.1)M and \$14.9M, and \$5.4M and \$42.8M respectively.

Consistent Profitability

Adjusted Net Income⁽²⁾

FY'11 benefitted from a reduction in the effective income tax rate from 50.0% to 34.0% as a result of a tax benefit related to the closure of the company's U.K. operations.



Note: Percentages indicate effective income tax rate

(2) Adjusted Net Income shown for fiscal years 2002 – 2011 and the interim time periods 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 and 2011, Net Income was \$1.3M, \$2.8M, \$5.3M, \$4.1M, \$8.0M, \$11.0M, \$11.6M, \$5.7M, \$12.0M and \$8.5M, respectively. For the three and nine months June 30, 2011 and 2012, net income was \$(1.1)M and \$14.9M, and \$5.4M and \$42.8M respectively.

Operating Model

	FY 2009	FY 2010	FY 2011	9 mos 2012
Gross Merchandise Volume	100%	100%	100%	100%
Revenue	66.3%	66.7%	60.4%	56.6%
Cost of Goods Sold	24.3%	27.7%	24.3%	23.7%
Profit-Sharing Distributions	12.7%	10.0%	8.9%	5.5%
Technology and Operations	13.1%	11.4%	9.9%	7.5%
Sales and Marketing	5.1%	5.0%	4.3%	3.3%
General and Administrative ⁽¹⁾	4.5%	3.9%	3.6%	2.6%
Adjusted EBITDA Margin ⁽²⁾	6.6%	8.7%	9.4%	14.0%

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

(2) See slide #21 for a reconciliation to Adjusted EBITDA and Adjusted Net Income

