

Examples of Listed Entity Material Weaknesses:

Control Environment — Our control environment, which is the foundation for the discipline and structure necessary for effective internal control over financial reporting, was determined to be ineffective... our ineffective control environment is evidenced by: (i) an insufficient number of personnel appropriately qualified to perform control design, execution and monitoring activities, (ii) an insufficient number of personnel with an appropriate level of GAAP knowledge and experience and ongoing training in the application of GAAP commensurate with our external financial reporting requirements, which resulted in erroneous judgments regarding the proper application of GAAP, (iii) in certain instances, insufficient documentation or basis to support account balances and accounting estimates, and (iv) certain aspects of the Company's "tone at the top" set by senior management. (ADS)

Journal Entry and Account Reconciliation — We did not design and maintain effective control over access within our information technology systems to control the ability of key accounting personnel to initiate, modify and record transactions in our financial systems. During fiscal years 2015 and 2016, it was determined that certain key accounting personnel had the ability to both prepare and post manual journal entries without appropriate independent review and approval. As these key accounting personnel are also reviewers of certain account reconciliations, we also did not maintain appropriate segregation of duties. (ADS)

Accounting for Contingencies — In March 2017, in connection with the preparation of our 2016 financial statements, we identified certain purchase agreements which contained terms for contingent consideration that were not identified timely and accounted for in our historical financial statements on a timely basis. Further, certain other purchase agreements containing terms for contingent consideration were identified timely, but we failed to adjust the liabilities for changes in fair value at each subsequent reporting period. Accordingly, we did not appropriately account for liabilities for contingent consideration payable and the related adjustments to earnings...our management identified a material weakness in its review controls over unusual or non-recurring and significant transactions. Specifically, the Company's controls were not properly designed... The material weakness did not result in a restatement of previously issued annual consolidated financial statements. (Sorrento)

Methodology to Estimate Credit Loss Allowance — Controls related to our methodology to estimate credit loss allowance did not operate effectively which resulted in a material weakness. Management identified an error in its methodology for determining its credit loss allowance for individually acquired retail installment contracts as the convention the Company followed did not calculate impairment on troubled debt restructurings (TDRs) separately from a general credit loss allowance on loans not classified as TDRs. (Santander Consumer)

Goodwill Impairment Testing — We did not maintain effective internal controls over the review of impairment indicators of long-lived assets, including premises and equipment and intangible assets, and the impairment analysis of indefinite-lived assets, primarily goodwill. As a result, we initially failed to identify a \$71.8 million before-tax impairment of long-lived and indefinite-lived assets in the Technology Services segment. These impairment losses were recorded prior to issuing our consolidated financial statements for the year ended December 31, 2015 and are reflected in the

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financial results for the fourth quarter of 2015. Based on the materiality of the impairment losses that were detected after the completion of the review, we concluded that a material weakness exists in the effectiveness of internal controls over the reviews of impairment indicators of long-lived assets and the impairment analysis of indefinite-lived assets. (Altisource)

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