

UNITED COMMUNITY FINANCIAL CORP
Form SC 13G
October 19, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.) *

United Community Financial Corp Ohio (UCFC)
(Name of Issuer)

Common Stock
(Title of Class of Securities)

909839102
(CUSIP Number)

10/10/2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS Financial Opportunity Fund LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 1,273,790 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 1,273,790 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,273,790 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.55 %

12 TYPE OF REPORTING PERSON OO

(1) Consists of 1,273,790 shares of common stock of the Issuer held by Financial Opportunity Fund LLC.

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1 NAME OF REPORTING PERSONS Financial Opportunity Long/Short Fund LLC
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF (a)
 A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 5 SOLE VOTING POWER
 6 SHARED VOTING POWER 24,600 (1)
 7 SOLE DISPOSITIVE POWER
 8 SHARED DISPOSITIVE POWER 24,600 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 24,600 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.05%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 24,600 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund LLC.

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1 NAME OF REPORTING PERSONS Bridge Equities III, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 1,100,802 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 1,100,802 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,100,802 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED *2.20%*
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 1,100,802 shares of common stock of the Issuer held by Bridge Equities III, LLC.

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1 NAME OF REPORTING PERSONS FJ Capital Management LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 2,511,844 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 1,411,042 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,511,844 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 5.03%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IA

Consists of 1,273,790 shares of common stock of the Issuer held by Financial Opportunity Fund LLC and 24,600 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund LLC, of which FJ Capital Management LLC is the managing member, and 1,100,802 shares of common stock of the Issuer held by Bridge (1)Equities III, LLC of which FJ Capital Management LLC is the sub-investment advisor, and 112,652 shares of common stock of the Issuer held by a managed account that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

Consists of 1,273,790 shares of common stock of the Issuer held by Financial Opportunity Fund LLC and 24,600 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund LLC, of which FJ Capital (2)Management LLC is the managing member, and 112,652 shares of common stock of the Issuer held by a managed account that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership.

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1 NAME OF REPORTING PERSONS Martin S. Friedman

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 2,511,844 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 1,411,042 (2)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,511,844 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 5.03%
 BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

Consists of 1,273,790 shares of common stock of the Issuer held by Financial Opportunity Fund LLC and 24,600 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund LLC, of which FJ Capital Management LLC is the managing member, and 1,100,802 shares of common stock of the Issuer held by Bridge Equities III, LLC of which FJ Capital Management LLC is the sub-investment advisor, and 112,652 shares of (1) common stock of the Issuer held by a managed account that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership. Martin Friedman is the Managing Member of FJ Capital Management LLC; as such, Mr. Friedman may be deemed to be a beneficial owner of reported shares but as to which Mr. Friedman disclaims beneficial ownership.

Consists of 1,273,790 shares of common stock of the Issuer held by Financial Opportunity Fund LLC and 24,600 shares of common stock of the Issuer held by Financial Opportunity Long/Short Fund LLC, of which FJ Capital Management LLC is the managing member, and 112,652 shares of common stock of the Issuer held by a managed (2) account that FJ Capital Management manages; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares but as to which the Reporting Person disclaims beneficial ownership. Martin Friedman is the Managing Member of FJ Capital Management LLC; as such, Mr. Friedman may be deemed to be a beneficial owner of reported shares but as to which Mr. Friedman disclaims beneficial ownership.

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1 NAME OF REPORTING PERSONS Andrew Jose

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER	7,350 (1)
6 SHARED VOTING POWER	
7 SOLE DISPOSITIVE POWER	7,350 (1)
8 SHARED DISPOSITIVE POWER	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,350 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 0.01%
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

(1) Consists of 7,350 shares of common stock of the Issuer held directly by Andrew Jose, co-founder and managing partner of FJ Capital Management LLC.

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1 NAME OF REPORTING PERSONS SunBridge Manager, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 1,100,802 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 1,100,802 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,100,802 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 2.20 %
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON OO

(1) Consists of 1,100,802 shares of common stock of the Issuer held by Bridge Equities III, LLC of which SunBridge Manager, LLC is the Managing Member; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares.

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1 NAME OF REPORTING PERSONS SunBridge Holdings, LLC

1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF (a) A MEMBER OF A GROUP (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

6 SHARED VOTING POWER 1,100,802 (1)

7 SOLE DISPOSITIVE POWER

8 SHARED DISPOSITIVE POWER 1,100,802 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,100,802 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.20 %

12 TYPE OF REPORTING PERSON OO

(1) Consists of 1,100,802 shares of common stock of the Issuer held by Bridge Equities III, LLC of which SunBridge Manager, LLC is the Managing Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares.

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1 NAME OF REPORTING PERSONS Realty Investment Company, Inc
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION Maryland

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5 SOLE VOTING POWER
6 SHARED VOTING POWER 1,100,802 (1)
7 SOLE DISPOSITIVE POWER
8 SHARED DISPOSITIVE POWER 1,100,802 (1)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,100,802 (1)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 2.20 %

12 TYPE OF REPORTING PERSON CO

(1) Consists of 1,100,802 shares of common stock of the Issuer held by Bridge Equities III, LLC of which SunBridge Manager, LLC is the Managing Member. SunBridge Holdings, LLC is the Managing Member of SunBridge Manager, LLC. Realty Investment Company, Inc. is the Manager of SunBridge Holdings, LLC; as such, the Reporting Person may be deemed to be a beneficial owner of reported shares.

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Item 1(a). Name of Issuer:

United Community
Financial Corp Ohio

**Item 1(b). Principal Executive
Offices:**

275 West Federal St

Youngstown, OH 44503

Item 2(a). Name of Person Filing:

This Schedule 13G is being
filed on behalf of the
following Reporting
Persons:

Financial Opportunity
Fund LLC

Financial Opportunity
Long/Short Fund LLC

Bridge Equities III, LLC

FJ Capital Management
LLC

Martin S. Friedman

Andrew F. Jose

SunBridge Manager, LLC

SunBridge Holdings, LLC

Realty Investment
Company, Inc

**Item 2(b). Business Office or, if
None, Residence:**

Financial Opportunity
Fund LLC

1313 Dolley Madison
Blvd., STE 306

McLean, VA 22101

Financial Opportunity
Long/Short Fund LLC

1313 Dolley Madison
Blvd., STE 306

McLean, VA 22101

Bridge Equities III, LLC

8171 Maple Lawn Blvd,
Suite 375

Fulton, MD 20759

FJ Capital Management,
LLC

1313 Dolley Madison
Blvd., STE 306

McLean, VA 22101

Martin S. Friedman

1313 Dolley Madison
Blvd., STE 306

McLean, VA 22101

Andrew F. Jose

1313 Dolley Madison
Blvd., STE 306

McLean, VA 22101

SunBridge Manager, LLC

8171 Maple Lawn Blvd,
Suite 375

Fulton, MD 20759

SunBridge Holdings, LLC

8171 Maple Lawn Blvd,
Suite 375

Fulton, MD 20759

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Realty Investment Company, Inc
8171 Maple Lawn Blvd, Suite 375
Fulton, MD 20759

Item 2(c). Citizenship:

Financial Opportunity Fund LLC, Financial Opportunity Long/Short Fund LLC, Bridge Equities III, LLC, FJ Capital Management LLC, SunBridge Manager, LLC, SunBridge Holdings, LLC – Delaware limited liability companies
Martin S. Friedman and Andrew F. Jose – United States citizen
Realty Investment Company, Inc – Maryland corporation

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

909839102

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) A church plan that is excluded from the definition of an investment company under Section 3(c) (14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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Item 4. Ownership.

Ownership information is provided as of:

(a) Amount beneficially owned:

Financial Opportunity Fund LLC – 1,273,790 shares

Financial Opportunity Long/Short Fund LLC – 24,600 shares

Bridge Equities III, LLC – 1,100,802 shares

FJ Capital Management LLC – 2,511,844 shares

Martin S. Friedman – 2,511,844 shares

Andrew F. Jose – 7,350 shares

SunBridge Manager, LLC – 1,100,802 shares

SunBridge Holdings, LLC – 1,100,802 shares

Realty Investment Company, Inc – 1,100,802 shares

(b) Percent of class:

Financial Opportunity Fund LLC – 2.55%

Financial Opportunity Long/Short Fund LLC – 0.05%

Bridge Equities III, LLC – 2.20%

FJ Capital Management LLC – 5.03%

Martin S. Friedman – 5.03%

Andrew F. Jose – 0.01%

SunBridge Manager, LLC – 2.20%

SunBridge Holdings, LLC – 2.20%

Realty Investment Company, Inc – 2.20%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

Andrew F. Jose – 7,350 shares

(ii) Shared power to vote or to direct the vote

Financial Opportunity Fund LLC – 1,273,790 shares

Financial Opportunity Long/Short Fund LLC – 24,600 shares

Bridge Equities III, LLC – 1,100,802 shares

FJ Capital Management LLC – 2,511,844 shares

Martin S. Friedman – 2,511,844 shares

SunBridge Manager, LLC – 1,100,802 shares

SunBridge Holdings, LLC – 1,100,802 shares

Realty Investment Company, Inc – 1,100,802 shares

(iii) Sole power to dispose or to direct the disposition of

Andrew F. Jose – 7,350 shares

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(iv) Shared power to dispose or to direct the disposition of

Financial Opportunity Fund LLC – 1,273,790 shares

Financial Opportunity Long/Short Fund LLC – 24,600 shares

Bridge Equities III, LLC – 1,100,802 shares

FJ Capital Management LLC – 1,411,042 shares

Martin S. Friedman – 1,411,042 shares

SunBridge Manager, LLC – 1,100,802 shares

SunBridge Holdings, LLC – 1,100,802 shares

Realty Investment Company, Inc – 1,100,802 shares

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

Due to the relationships among them, the reporting persons hereunder may be deemed to constitute a “group” with one another for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.

Item 9. Notice of Dissolution of Group.

N/A

Certification.

**Item
10.**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 19, 2018 Financial Opportunity Fund LLC

By: FJ Capital Management LLC, its Managing Member

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

Financial Opportunity Long/Short Fund LLC

By: FJ Capital Management LLC, its Managing Member

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

FJ CAPITAL MANAGEMENT LLC

By: /s/ Martin S. Friedman

Name: Martin S. Friedman

Title: Managing Member

/s/ Martin S. Friedman

MARTIN S. FRIEDMAN

/s/ Andrew F. Jose

ANDREW F. JOSE

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Bridge Equities III, LLC

By: SunBridge Manager, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: Manager

SunBridge Manager, LLC

By: SunBridge Holdings, LLC, its Managing Member

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

SunBridge Holdings, LLC

By: Realty Investment Company, Inc., its Manager

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

realty investment company, inc.

By: /s/ Christine A. Shreve

Name: Christine A. Shreve

Title: President

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Joint Filing Agreement

The undersigned agree that this Schedule 13G, and all amendments thereto, relating to the Common Stock of Southern Missouri Bancorp shall be filed on behalf of the undersigned.

Financial Opportunity Fund LLC Bridge Equities III, LLC
By: FJ Capital Management, LLC By: SunBridge Manager,
LLC, its Managing Member

By: /s/ Martin S. Friedman By: /s/ Christine A. Shreve
Name: Martin S. Friedman Name: Christine A. Shreve
Title: Managing Member Title: Manager

Financial Opportunity LonG/Short SunBridge mANAGER, LLC
Fund LLC
By: FJ Capital Management, LLC By: SunBridge Holdings,
LLC, its Managing Member

By: /s/ Martin S. Friedman By: /s/ Christine A. Shreve
Name: Martin S. Friedman Name: Christine A. Shreve
Title: Managing Member Title: President

SunBridge Holdings, LLC
By: Realty Investment
Company, Inc., its Manager

FJ Capital Management LLC By: /s/ Christine A. Shreve
Name: Christine A. Shreve
Title: President

realty investment company,
inc.

By: /s/ Martin S. Friedman

By: /s/ Christine A. Shreve
Name: Christine A. Shreve
Title: President

/s/ Martin S. Friedman
MARTIN S. FRIEDMAN

/s/ Andrew F. Jose
ANDREW F. JOSE