Business Valuation Report

Prepared for:

John Doe
Client Business, Inc.
1 Market Way
Your Town, CA

January 25, 2012

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John Doe
Client Business, Inc.
1 Market Way
Your Town, CA January 25, 2012

Re: Appraisal of Client Business, Inc.

Dear Mr. Doe,

We have been engaged to estimate the fair market value of the business enterprise known as Client Business, Inc. as of January 25, 2012 for the purpose of offering the subject business for sale. At your request, rather than preparing a self contained comprehensive report, we have provided a restricted use limited appraisal report, which is advisory in nature and intended to be used for offering the subject business for sale. Please refer to the statement of limiting conditions contained in the report.

For the purposes of business appraisal, ***fair market value*** is defined as the expected price at which the subject business would change hands between a willing buyer and a willing seller, neither being under a compulsion to conclude the transaction and both having full knowledge of all the relevant facts.

We have appraised a fully marketable, controlling ownership interest in the assets of the subject business. The appraisal was performed under the premise of value in continued use as a going concern business enterprise. In our opinion this premise of value represents the highest and best use of the subject business assets.

Based on the information contained in the report that follows, it is our estimate that the fair market value of Client Business, Inc. is:

Business Enterprise Value: **$1,191,702**

The Business Enterprise Value includes inventory, furniture, fixtures and equipment, and all intangible assets, including business goodwill. It excludes cash, or cash equivalents, accounts receivable, real estate, non-operating assets and all business liabilities. The valuation is subject to the information provided to us as well as the assumptions and financial data which appear in the report.

We have no obligation to update this report or our conclusion of value for information that comes to our attention after the date of this report.

We have appraised the subject business in accordance with the *Uniform Standards of Professional Appraisal Practice* (USPAP) as promulgated by the Appraisal Foundation and the *International Valuation Standards* (IVS) published by the International Valuation Standards Council.

This business appraisal follows the requirements of a valuation engagement, as that term is defined in the American Institute of Certified Public Accountants *Statement on Standards for Valuation Services No. 1* (SSVS No. 1).

Sincerely,

Jane Analyst, Senior Valuation Analyst, ASA, CBA, MBA
Partner, Certified Business Appraisals, LLC

Description of the Appraisal Assignment

Certified Business Appraisals, LLC has been retained by Mr. John Doe to estimate the fair market value of Client Business, Inc. on a marketable, controlling ownership basis as of January 25, 2012.

The purpose of this appraisal is solely to provide an independent valuation opinion in order to assist Mr. Doe in offering the subject business for sale. As such, this appraisal report is intended for use by Mr. Doe only.

This valuation engagement was conducted in accordance with the International Valuation Standards and AICPA SSVS No. 1. The estimate of business value that results from this valuation engagement is expressed as a conclusion of business value, elsewhere in this Detailed Report.

Standard and Premise of Value

This appraisal report relies upon the use of fair market value as the standard of value. For the purposes of this appraisal, fair market value is defined as the expected price at which the subject business would change hands between a willing buyer and a willing seller, neither being under a compulsion to conclude the transaction and both having full knowledge of all the relevant facts.

This is essentially identical to the market value basis as it is defined under the International Valuation Standards.

The appraisal was performed under the premise of value in continued use as a going concern business enterprise. In our opinion this premise of value represents the highest and best use of the subject business assets.

Scope of the Report

This appraisal report is performed on a limited scope basis, as it is defined in USPAP pursuant to the invocation of the Departure Rule. Specifically, the report is not a self contained comprehensive valuation report that is otherwise required by the Revenue Ruling 59-60.

As required by USPAP, the departures taken during the preparation of this appraisal report are indicated below as follows:

We have not conducted a site review of the subject business premises, nor have we audited or otherwise reviewed the business financial statements, which have been provided by the business management and its financial advisors. It was assumed that these financial statements are true and accurate.

Information Sources

The following sources of information were used in preparing the appraisal:

1. We conducted interviews with the Client Business, Inc. management team.

2. National, regional and local economic data were compiled and reviewed. The sources used include [*Note: enter your economic research data source references here. See valuadder.com Resources Web page for source suggestions*].

3. Research of comparative business sale transaction data has been performed. This included data compilation from the [*Note: enter your data source references here*] private company and publicly traded company sale databases. The transactional data, however, is not included in this report.

4. We have consulted the [*Note: enter your cost of capital sources here*] for the cost of capital data. This data were used in estimating the appropriate discount and capitalization rates.

5. Business financial statements and tax records of the subject business over the most recent 4 years have been analyzed to estimate the business current performance and outlook for continued income generation.

6. Financial statements, including the company historic Income Statements and Balance Sheets, have been reconstructed to

determine the business earning power and provide inputs for the selected business valuation methods.

Business Description

The subject business being valued is Business Services, Inc; a subchapter S corporation, incorporated under the laws of the state of California.

Business Services, Inc is located at 1 Market Way, Your Town, CA.

It is engaged primarily in providing a range of management consulting services to a number of small and mid-size businesses. Businesses of this type are generally classified under the SIC (Standard Industrial Classification) code 8742, Management Consulting Services.

Client Business, Inc. has been founded in 1985 at its current location by Mr. John Doe. It provides a broad range of general business management and marketing advice services to local privately held businesses.

Business revenue growth has averaged 5% annually for the last 5 years of operations. Client Business, Inc. enjoys a large customer base of over 500 clients with no single client accounting for more than 2% of its revenues.

Business is generated primarily through repeat engagements with existing clients as well as client and professional referrals. Client Business, Inc. enjoys excellent client retention with 91% of the clients continuing to do business with the company 3 years after the initial engagement.

Mr. John Doe is the sole shareholder with all of the 1,000,000 shares of common stock issued to date by Client Business, Inc.

Mr. John Doe holds the posts of the company's President and Chief Executive Officer. He also acts as the Chairman of the Board.

In addition to Mr. John Doe, Client Business, Inc. employs a staff of 5 which includes a Vice President and General Manager, three professional marketing consultants and an administrative assistant.

The business ownership seeks to obtain a business appraisal in order to offer the business for sale. The General Manager who has been with the business for the last 10 years plans to remain past the business sale. In addition, all of the skilled staff members have also expressed interest in continuing with the business past the ownership transition.

Industry Overview

The management consulting services industry, SIC 8742, has an estimated 185,732 establishments throughout the US employing some 1,173,378 people. The industry generates the total annual sales of $171,585.1 million. An average firm produces $1,000,000 in sales with a staff of 6.

Firms employing 10 people or less comprise 89.8% of the total number of businesses. These businesses produce about 1/3 of the total industry revenues.

In California, there are 26,553 such establishments, a 14.3% of the total. The average firm generates $700,000 in annual sales and employs 5 people.

The industry continues to provide solid opportunity for growth of small privately held firms. These businesses rely upon the skill and initiative of individual professional practitioners to provide differentiated services to their clients at competitive prices. Industry consolidation is low with the top 20 firms responsible for just 5.3% of the industry total revenues. Through the last 5 years, the industry continued to grow at a robust 11.2% per year on average.

[Note: include a discussion of the market factors affecting businesses in your specific industry. Also provide a summary of the industry consolidation trends and growth prospects.]

Financial Statement Reconstruction and Forecasts

Accurate estimation of business value depends upon the subject business financial performance. While historical financials are important, business value relies upon the ability of the business to continue producing desired economic benefits for its owners.

Many closely held companies are managed to minimize taxable income. To determine the business value accurately, the company's historic financial statements, such as its Income Statements and Balance Sheets, generally require certain adjustments.

The objective of these adjustments is to reconstruct the historic financial statements in order to reveal the true economic potential and earning power of the subject business.

All financial values incorporated in this Report are in USD.

Earnings Basis used for Business Valuation

Small business valuation generally relies upon some measure of business cash flows as the earnings basis. The most commonly used earnings basis measures include:

- Seller's discretionary cash flow (SDCF).
- Net cash flow.

Seller's Discretionary Cash Flow

A widely accepted definition of SDCF is:

1. Pre-tax business net profit.
2. Plus total compensation of a single owner-operator.
3. Plus adjustment of all other working owners' compensation to market rate (manager replacement).
4. Plus annual depreciation and amortization expense.
5. Plus interest expense.
6. Plus non-recurring expenses.
7. Plus expenses not related to the business operations.

This is also referred to as the Seller's Discretionary Earnings (SDE).

Net Cash Flow

Net cash flow is defined as follows:

1. After-tax business net profit.
2. Plus depreciation and amortization expense.
3. Plus decreases in working capital.
4. Plus tax-affected interest expense.
5. Plus preferred dividend payouts.
6. Less annual capital expenditures.

Sources of Company Financial Information

Historic financial statements and forward-looking projections have been obtained from the subject business management and have not been audited to confirm their accuracy. In preparing this Report we have taken these financial statements and projections to be true and accurate.

Reconstructed Income Statements

The summary of the most recent annual historic Income Statements and the appropriate adjustments are summarized in the table below:

Historic Income / Expense Items	2008	2009	2010	2011
Gross revenues	$850,000	$892,500	$937,125	$983,981
Less returns and discounts	$1,200	$1,450	$1,710	$1,495
Net Sales	$848,800	$891,050	$935,415	$982,486
Cost of Goods Sold (COGS)	$509,314	$534,630	$561,249	$589,492
Gross Profit	$339,486	$356,420	$374,166	$392,994
Operating Expenses	$331,032	$347,509	$364,812	$383,170
Operating Income	$8,454	$8,911	$9,354	$9,824
Other income / (expenses)	$0	$0	$0	$0
Net Pre-Tax Income	$8,454	$8,911	$9,354	$9,824
Taxes	$1,691	$1,782	$1,871	$1,965
Net Income	$6,763	$7,129	$7,843	$7,859
Adjustments				
Single owner total compensation	$169,760	$178,210	$187,083	$196,497
Other working owners compensation	$125,000	$128,000	$135,000	$137,000
Less manager replacement of other working owners	($75,000)	($76,000)	($80,000)	($83,000)
Depreciation and Amortization expense	$42,440	$44,552	$46,770	$49,124
Interest expense	$12,000	$14,500	$15,500	$13,200
Non-recurring expenses	$0	$18,000	$0	$0
Non-operating expenses / (income)	$0	$0	$0	$0
Seller's Discretionary Cash Flow	$282,654	$316,173	$313,707	$322,645
EBITDA	$62,894	$67,963	$71,624	$72,148
Changes in working capital	($5,500)	($12,000)	($4,500)	($4,900)
Capital investments	$15,200	$25,120	$17,500	$12,350
Dividend payouts / Partner Draws	$174,200	$201,500	$190,050	$200,000
Net Cash Flow	$223,303	$251,661	$243,703	$260,093

Table 1. Income Statement Reconstruction

[Note: Data in the tables are for illustration only. Insert the data for your business.]

Financial Forecasts

In addition, the management has provided the following forecast of income and expenses. We rely upon this forecast as true and accurate elsewhere in this Report.

Forecast Income/Expense Items	2012	2013	2014	2015	2016
Gross revenues	$1,027,544	$1,072,200	$1,116,857	$1,161,514	$1,206,171
Less returns and discounts	$1,750	$1,865	$1,979	$2,094	$2,208
Net Sales	$1,025,794	$1,070,336	$1,114,878	$1,159,420	$1,203,963
Cost of Goods Sold (COGS)	$614,460	$642,175	$668,890	$695,605	$722,321
Gross Profit	$410,334	$428,161	$445,988	$463,815	$481,642
Operating Expenses	$400,060	$417,432	$434,803	$452,175	$469,547
Operating Income	$10,274	$10,729	$11,185	$11,640	$12,095
Other income / (expenses)	$0	$0	$0	$0	$0
Net Pre-Tax Income	$10,274	$10,729	$11,185	$11,640	$12,095
Taxes	$2,055	$2,146	$2,237	$2,328	$2,419
Net Income	$8,219	$8,583	$8,948	$9,312	$9,676
Adjustments					
Depreciation and Amortization expense	$51,289	$53,516	$55,743	$57,970	$60,197
Interest expense	$14,950	$15,410	$15,870	$16,330	$16,790
EBITDA	$76,513	$79,655	$82,798	$85,940	$89,082
Changes in working capital	($4,400)	($3,470)	($2,540)	($1,610)	($680)
Capital investments	$13,500	$11,883	$10,266	$8,649	$7,032
Dividend payouts / Partner Draws	$207,925	$214,520	$221,115	$227,710	$234,305
Net Cash Flow	$270,293	$280,534	$290,776	$301,017	$311,258

Table 2. Income and Expense Forecast

Reconstructed Balance Sheet

Management has provided us with the current Balance Sheet from its accounting records. Based on our discussion with the management, we have made a number of adjustments which are commented in the notes below.

Balance Sheet Items	Recorded	Adjustments	Adjusted
Assets			
Current Assets			
Cash	$201,990	($150,000)	$51,990
Accounts receivable	$65,194	($15,000)	$50,194
Investments	$0	$0	$0
Deposits	$12,000	($12,000)	$0
Inventory	$29,520	($5,500)	$24,020
Total Current Assets	$308,704		$126,204
Fixed Assets			
Furniture and fixtures	$103,592	$45,000	$148,592
Equipment	$89,500	$25,000	$114,500
Real estate	$0	$0	$0
Total Fixed Assets	$193,092		$263,092
Less accumulated depreciation	$90,500	($90,500)	$0
Net Fixed Assets	$102,592		$263,092
Total Assets	$411,296		$389,296
Liabilities			
Current Liabilities			
Accounts payable	$77,350	$0	$77,350
Taxes payable	$0	$0	$0
Short-term portion of long-term debt	$0	$0	$0
Total Current Liabilities	$77,350		$77,350
Long-Term Liabilities			
Bank loan	$0	$0	$0
Shareholder loan	$150,000	($150,000)	$0
Total Long-Term Liabilities	$150,000		$0
Total Liabilities	$227,350		$77,350
Net Worth	$183,946		$311,946

Table 3. Balance Sheet Reconstruction

Cash on hand has been adjusted down to the amount required to support normal business operations.

Amounts deemed uncollectible have been removed from the value of the accounts receivable.

The value of the fixed assets was determined on the depreciated replacement cost basis.

Shareholder loan has been removed from the long-term liabilities.

We also summarize several Balance Sheet related items that will be used in certain business valuation methods detailed elsewhere in this Report:

Item Name	Amount
Total adjusted long-term liabilities	$0
Total non-operating assets	$155,500
Net working capital	$24,834

Table 4. Additional Balance Sheet Related Items

For the purposes of this Report, the non-operating assets are defined as those assets not used to produce business income. The net working capital is equal to the current assets less inventory minus the current liabilities, excluding the current portion of long-term debt, if any.

Business Valuation Approaches and Methods

There are three fundamental ways to measure the value of a business or professional practice:

- Asset approach.
- Market approach.
- Income approach.

Under each approach, a number of methods are available which can be used to determine the value of a business enterprise. Each business valuation method uses a specific procedure to calculate the business value.

No one business valuation approach or method is definitive. Hence, it is common practice to use a number of business valuation methods under each approach. The business value then is determined by reconciling the results obtained from the selected methods. Typically, a weight is assigned to the result of each business valuation method. Finally, the sum of the weighted results is used to determine the value of the subject business.

This process of concluding the business value is referred to as the business value synthesis.

Asset Approach

The asset approach to business valuation considers the underlying business assets in order to estimate the value of the overall business enterprise. This approach relies upon the economic principle of substitution and seeks to estimate the costs of re-creating a business of equal economic utility, i.e. a business that can produce the same returns for its owners as the subject business.

The business valuation methods under the Asset Approach include:

- Asset accumulation method.
- Capitalized excess earnings method.

Market Approach

Under the Market Approach to business valuation, one consults the market place for indications of business value. Most commonly, sales of similar businesses are studied to collect comparative evidence that can be used to estimate the value of the subject business. This approach uses the economic principle of competition which seeks to estimate the value of a business in comparison to similar businesses whose value has been recently established by the market.

The business valuation methods under the Market Approach are:

- Comparative private company transaction method.
- Comparative publicly traded company transaction method.

Income Approach

The Income Approach to business valuation uses the economic principle of expectation to determine the value of a business. To do so, one estimates the future returns the business owners can expect to receive from the subject business. These returns are then matched against the risk associated with receiving them fully and on time.

The returns are estimated as either a single value or a stream of income expected to be received by the business owners in the future. The risk is then quantified by means of the so-called capitalization or discount rates.

The methods which rely upon a single measure of business earnings are referred to as direct capitalization methods. Those methods that utilize a stream of income are known as the discounting methods. The discounting methods account for the time value of money directly and determine the value of the business enterprise as the present value of the projected income stream.

The methods under the Income Approach include:

- Discounted cash flow method.
- Multiple of discretionary earnings method.
- Capitalization of earnings method.

Asset-Based Business Valuation Results

To estimate the value of the subject business under the Asset Approach, this report uses the **Capitalized Excess Earnings** method. The method works to determine the business value as the sum of the following:

1. The fair market value of the business net tangible assets.
2. Business goodwill.

For the purposes of this report, the net tangible assets are determined as the difference between the total assets of the business and its current liabilities.

Business goodwill is calculated by capitalizing the value of business "excess earnings". Excess earnings are the difference between the business Net Cash Flow and a fair return on the net tangible assets. We use the discount rate as the proxy for this fair rate of return. The equity discount rate is calculated by the **Build-Up Procedure** as follows:

$$d = R_f + P_e + P_s + P_i + P_c$$

Where d is the discount rate, R_f is the risk-free rate of return, such as the US Treasury bond yield, P_e is the risk premium for public company stock investment, P_s is the premium for small company size, P_i is the industry-specific premium and P_c is the risk premium specific to the subject business.

The table below summarizes the discount rate calculation:

Discount Rate Element	Risk Value	Notes
Risk-free rate of return	3.00%	Current US Treasury bond yield is used.
Premium for equity investment	6.10%	Risk premium for investing in public company stock.
Premium for small company size	9.85%	Risk premium for investing in a small company.
Industry-specific risk premium	1.02%	SIC 8742, Management Consulting Services.
Company-specific risk premium	2.50%	Company-specific risk premium.
Equity Discount Rate	22.47%	Sum of the risk-free return plus the risk premia above.
Net Cash Flow Growth Rate	3.52%	Long-term growth rate in subject business Net Cash Flow.
Capitalization Rate	18.95%	Difference between the Equity Discount Rate and NCF Growth Rate above.

Table 5. Equity Discount Rate Build Up

The subject business has no long-term debt; hence the equity discount rate adequately represents the firm's cost of capital.

To determine the capitalization rate for business goodwill calculation, we use the discount rate above and the average Net Cash Flow growth rate from the financial forecasts table, which is calculated as 3.52%. The difference between the two gives us the capitalization rate of 18.95%. This is used to calculate the value of business goodwill as the capitalized value of the business excess earnings.

With the values of the assets and current liabilities from the adjusted balance sheet above and the business earnings basis equal to the average of historic Net Cash Flows of $244,690; the business value indicated by the Capitalized Excess Earnings method is:

- Value of Net Tangible Assets: $311,946.
- Value of Business Goodwill: $953,781.

Business Value: **$1,265,727**

Market-Based Business Valuation Results

The market-based business valuation relies upon the comparison of the subject business to similar businesses that have actually sold. There are several sources of market data commonly used:

- Publicly traded company sales.
- Private company sales.
- Previous sales of the subject business.

In this report, we use the private company sales data. The companies selected for comparison are closely held firms which resemble the subject business in terms of their financial and operational characteristics.

We utilize the **Comparative Transaction Method** to estimate the value of the subject business. Under this method, one determines the so-called valuation multiples which relate some measure of business financial performance to its potential selling price. Typical valuation multiples are:

- Price divided by the business gross revenues or net sales.
- Price divided by the seller's discretionary cash flow.
- Price divided by the business net cash flow.
- Price divided by EBIT, EBT, or EBITDA.
- Price divided by the fair market value of the business asset base.

Each valuation multiple is a ratio statistically derived from the selling prices and financials of the sold private companies in the same industry as the subject business.

We calculate each valuation multiple as a weighted average of the lowest (minimum), median, average and highest (maximum) values as follows: a weight of 50% is assigned to the median valuation multiple, 25% to the average, and 12.5% each to the minimum and maximum values.

Valuation Multiple	Minimum	Median	Average	Maximum	Weighted Valuation Multiple
Price ÷ Gross Revenue	0.1010	1.1299	1.2800	1.7900	1.1213
Price ÷ Net Sales	0.1010	1.1300	1.2450	1.8100	1.1151
Price ÷ Seller's Discretionary Cash Flow	0.7600	3.0150	3.3850	3.5200	2.8888
Price ÷ Net Cash Flow	0.8000	3.9050	3.9700	4.5500	3.6138
Price ÷ EBITDA	0.8400	13.2500	14.0010	17.1250	12.3709
Price ÷ Total Assets	0.7500	5.5000	7.0555	18.4553	6.9145

Table 6. Business Valuation Multiples

In the table below, the following basis values are calculated as historic averages taken from the reconstructed income statement:

- Gross revenue
- Net sales
- Seller's discretionary cash flow
- Net cash flow
- EBITDA

The total asset basis value is taken from the reconstructed balance sheet table above.

The basis values shown in Table 7 below are calculated as the averages of the reconstructed financial values for the two most recent years.

Type of Value Estimate	Basis	Weighted Multiple	Estimated Value
Price based on Gross Revenue	$960,553	1.1213	$1,077,092
Price based on Net Sales	$958,951	1.1151	$1,069,350
Price based on Seller's Discretionary Cash Flow	$318,176	2.8888	$919,131
Price based on Net Cash Flow	$251,898	3.6138	$910,297
Price based on EBITDA	$71,886	12.3709	$889,293
Price based on Total Assets	$389,296	6.9145	$2,691,802
Average:			**$1,259,494**

Table 7. Business Value Estimation using Multiples

To arrive at an estimate of the business selling price, we use each weighted valuation multiple and multiply it by the corresponding numerical value of the subject business' earnings or assets basis.

We next determine the business value as the average of these selling price estimates, as shown in this table.

Business Value: <u>$1,259,494</u>

Rules of Thumb

Market-driven Rules of Thumb afford another way to estimate the value of the subject business based upon the empirical evidence of business selling prices in the same industry.

When offered for sale, comparable businesses are frequently priced based upon their annual gross revenues. We use the Rules of Thumb for General Business Consulting (SIC 8741) and Management Consulting (SIC 8742) industries to develop our business value estimates.

The annual gross revenues basis value of $960,533 from Table 7 is utilized to generate the business value results below:

Industry	Low	Median	Average	High
General Business Consulting, SIC 8741	$200,000	$900,000	$1,200,000	$1,500,000
Management Consulting, SIC 8742	$225,000	$955,000	$1,105,500	$1,375,300
Average:	**$212,500**	**$927,500**	**$1,152,750**	**$1,437,650**

Table 8. Business value estimation using Rules of Thumb

We determine the business value estimate as a weighted average of the average values in Table 8 as follows: a weight of 50% is assigned to the median value, 25% to the average value; with 12.5% each assigned to the low and high average value estimates.

Business Value: <u>$958,206</u>

Income-Based Business Valuation Results

Discounted Cash Flow method

This income-based business valuation method provides highly accurate estimate of business value based on the business earning potential. Under this method, we determine the business value by discounting the future business earnings using the so-called discount rate which captures the business risk.

The use of this method requires the following three inputs:

1. Business net cash flow forecast over a pre-determined future period
2. Discount rate
3. Long-term residual business value

Our Income Statement forecast provides the net cash flow numbers five years into the future. Since the subject business is debt-free, we use the equity discount rate calculated earlier. Finally, the residual business value which represents that portion of business value past the net cash flow projection period is calculated as follows:

$$R = \frac{CF_5 \times (1+g)}{(d-g)}$$

In this relationship, CF_5 is the net cash flow estimated in year 5 of our forecast, g is the long-term growth rate in the net cash flow, and d is the discount rate. We calculate g as the average growth rate given our five-year cash flow projection. The residual business value at the end of year 5 is thus $1,700,557.

Under these assumptions, we arrive at the following estimate of business value:

Business Value: <u>$1,430,035</u>

Multiple of Discretionary Earnings method

The Multiple of Discretionary Earnings method is a variant of the direct capitalization methods under the Income Approach. Essentially, this method establishes the business value as a multiple of its earnings adjusted for the net working capital, non-operating assets, if any; and long-term liabilities.

Earnings Basis Calculation

To determine the business value using this method, we use the Seller's Discretionary Cash Flow (SDCF) as the basic measure of the business earning power.

We estimate SDCF as a weighted average of historic values obtained during the company's income statement reconstruction. This weighted average SDCF calculation is summarized below:

Year	Weight	SDCF
2008	1	$282,654
2009	2	$316,173
2010	3	$313,707
2011	4	$322,645
Weighted average SDCF		**$314,670**

Table 9. Seller's Discretionary Cash Flow calculation

Adjustments to determine the business value

To estimate the equity value of the business, we factor the values of the net working capital and non-operating assets which we determined earlier in the process of reconstructing the business historic income statements and balance sheet.

Consistent with the assumption of an asset business sale, we do not adjust our business valuation result by the value of the business long-term liabilities. These liabilities are assumed to be paid off by the seller prior to closing.

Business valuation factor values selection

This SDCF measure is then capitalized by an appropriate multiplier. The multiplier is derived by analyzing the subject business performance across 14 financial and operational areas. Each area is associated with a valuation factor. We assign a numerical value to each factor as follows:

Valuation Factor	Range	Assigned Value
Business earnings track record	0.1 – 4.0	2.5
Industry growth	0.1 – 4.0	2.5
Business growth	0.1 – 4.0	2.5
Access to acquisition financing	0.1 – 4.0	2.5
Competition	0.1 – 4.0	3
Business location	0.1 – 4.0	3
Customer concentration	0.1 – 4.0	3
Product / service concentration	0.1 – 4.0	3
Market concentration	0.1 – 4.0	3
Nature of business	0.1 – 4.0	3
Desirability	0.1 – 4.0	3
Ease of operation	0.1 – 4.0	2.5
Quality of employees	0.1 – 4.0	3
Strength of management team	0.1 – 4.0	3

Table 10. Business Valuation Factors selection

Factor values in the 0.1 – 1.0 range reflect sub-par business performance, when compared to the industry norms. Values in the 1.5 – 2.5 range indicate average business performance in the selected area. Factor values in the 3.0 – 4.0 range represent above average to exceptional performance. They result in the capitalized business values at the upper limit that can be supported by the requirements of reasonable return on business investment and compensation for the working business ownership.

With all the necessary inputs thus determined, the application of the Multiple of Discretionary Earnings method gives the earnings multiplier of 2.748 and produces the following business value result:

Business Value: $1,045,047

Conclusion of Business Value

We relied upon five methods under the Asset, Market and Income Approaches to business valuation: Capitalized Excess Earnings method, Comparative Transaction method, Industry Rules of Thumb, Discounted Cash Flow and Multiple of Discretionary Earnings methods.

We use the results obtained from these business valuation methods to provide an estimate of the subject business value. In our opinion, each of the business valuation methods utilized in this Report is equally relevant. Hence, we assign an equal weight to each result and calculate our estimate of the business value as the sum of these weighted values:

Business Valuation Method	Approach	Value	Weight	Weighted Value
Capitalized Excess Earnings	Asset	$1,265,727	20%	$253,145
Comparative Transactions	Market	$1,259,494	20%	$251,899
Industry Rules of Thumb	Market	$958,206	20%	$191,641
Discounted Cash Flow	Income	$1,430,035	20%	$286,007
Multiple of Discretionary Earnings	Income	$1,045,047	20%	$209,009
Indicated Business Value				**$1,191,702**

Table 11. Conclusion of Business Value

Indicated Business Value: $1,191,702

Business Value and Selling Price Considerations

A number of consideration affect the price a business sells for. We consider the major factors in what follows.

Business sale financing

Small business purchases are generally financed by a blend of debt and equity capital. The most common forms of equity financing are the buyer down payment. The common sources of debt capital include some form of seller financing and, possibly, 3rd party debt financing such as the government-backed or commercial bank loan.

This is quite different from the merger and acquisition deals involving publicly traded companies. These companies have direct access to the public capital markets which makes raising the required acquisition capital much easier than for closely held firms.

Access to adequate debt and equity capital required to successfully close the deal is a major prerequisite to a successful small business sale.

Business sale terms

The terms of a small business purchase can make a substantial difference to the actual selling price. The amount of equity capital required from the buyer to close the deal has a material effect on the type of return the buyer can expect from the investment.

On the other hand, debt financing terms, whether offered by the seller or secured from a bank, affect the levels of cash flow required from the small business to make its acquisition financially worth while.

Availability of debt financing on reasonable terms can have a major impact on the price the business ultimately sells for.

As is customary, our business valuation conclusions are done at "face value", which is not adjusted for the terms of a business sale.

Business buyer and seller motivations

The price a business sells for depends on the motivations of the seller and the buyer.

There are a number of reasons a business may be offered for sale, including:

- Owner death or poor health
- Retirement
- Search for new business opportunities
- Burnout
- Partner disputes
- Unsatisfactory business financial performance or lack of investment capital.

Ideally, the seller can command the highest selling price if the business sale is timed when the business financial performance is at its peak and market conditions for the business sale are best. In reality, circumstances may compel the seller to put the business on the market when the conditions are less than optimal, thus affecting the actual selling price.

A buyer may be motivated by a number of factors which may affect what he or she is prepared to pay for the business:

- Replacing a job income
- Looking for a business which complements the buyer's existing businesses
- The capital available for a business purchase
- How well the buyer's skill set matches the key business requirements
- Buyer's long-term goals and lifestyle considerations.

In particular, the buyer's investment goals, compensation requirements and available acquisition capital may make a material difference to the offer price and terms.

Business Price Justification

In this section we review a potential business selling price and reasonableness of terms based on a hypothetical business sale scenario. Our objective is to calculate the cash flow required from the business to reasonably support its acquisition.

This review is based on the assumption of an arms-length transaction and does not account for synergistic benefits that may be realized by a specific business buyer.

We assume the typical asset sale acquisition scenario, common to most small business purchases. Under this scenario, the buyer acquires the underlying business assets without the assumption of its liabilities.

In addition to the purchase price, the buyer will need to inject adequate working capital to support normal business operations.

To conclude the business purchase, the buyer will also incur certain transaction costs. These costs typically include professional and brokerage fees, licenses and permits, financing charges and closing costs.

Given an acquisition deal structure, the business cash flow must cover the following requirements:

- Debt service, including adequate debt service coverage ratio.
- Reasonable return on the business buyer's down payment.
- Sufficient compensation for the owner-operator.
- Capital expenditures needed to operate the business.

Business sale scenario assumptions

Assumption	Value	Notes
Project Cost		
Business Purchase Price	$1,000,000	Contract business purchase price
Transaction Costs	$15,000	Buyer costs associated with purchase
Working Capital	$204,834	Buyer contributes to fund business short-term financial needs
Total Project Cost:	$1,219,834	Sum of all items above
Deal Structure Elements		
Buyer Down Payment, %	20%	Buyer equity investment, % of Total Project Cost
Seller's Note, %	30%	Seller financing offered
Seller's Note Term, years	7	Note term in years
Seller's Note Interest, %	7.25%	Fixed annual interest charged
Bank Loan, %	50%	3rd Party financing the balance of sale
Bank Loan Term, years	10	Loan term in years
Bank Loan Interest, %	7.5%	Fixed annual interest charged
Financial Requirements		
Return on Down Payment, %	20%	Annual return on the buyer's down payment
Owner's Compensation	$80,000	Total compensation for a single owner-operator
Capital Expenditures	$10,000	Annual long-term investment required to support business operations

Table 12. Business Sale assumptions

Available cash flow calculation

We next calculate the annual business cash flow in the first year following the business purchase that is required to support all the business purchase assumptions above. Note that the debt service coverage ratio of 1.25 is included in the cash flow calculation.

Annual Debt Service: $153,694.

Annual Cash Flow Required: $330,911.

The available discretionary cash flow forecast for the first year following the date of this appraisal is $333,902. This appears adequate to support the transaction terms in Table 12 above.

Statement of Limiting Conditions

This business appraisal relies upon the following contingent and limiting conditions:

1. We assume no responsibility for the legal matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed good and marketable.

2. The business interest and subject business assets have been appraised free and clear of any liens or encumbrances unless stated otherwise. No hidden or apparent conditions regarding the subject business assets or their ownership are assumed to exit.

3. All information provided by the client and others is thought to be accurate. However, we offer no assurance as to its accuracy.

4. Unless stated otherwise in this report, we have assumed compliance with the applicable federal, state and local laws and regulations.

5. Absent a statement to the contrary, we have assumed that no hazardous conditions or materials exist which could affect the subject business or its assets. However, we are not qualified to establish the absence of such conditions or materials, nor do we assume the responsibility for discovering the same.

6. Per agreement with the client, this appraisal report is limited scope since it uses the Departure Rule under the USPAP. Not all pertinent information has been considered nor was a comprehensive valuation undertaken. This may affect the value conclusions presented in this report.

7. This report seeks to comply with the USPAP Standard 10 Summary Appraisal Report requirements. As a result, the report may not fully disclose all the information sources, discussions and business valuation methodologies used to reach the conclusion of value. Supporting information concerning this report is on file with the business appraiser.

8. The valuation analysis and conclusion of value presented in the report are for the purpose of this engagement only and are not to be used for any other reason, any other context or by any other person except the client to whom the report is addressed.

9. The opinion of value expressed in this report does not obligate us to render a comprehensive business appraisal report, to give testimony, or attend court proceedings with regard to the subject business assets, properties or business interests, unless such arrangements have been made previously.

10. Possession of this report does not imply a permission to publish the same or any part thereof. No part of this report is to be communicated to the public by means of advertising, news releases, sales and promotions or any other media without a prior written consent and approval by us.

11. This report is valid only for the date specified herein.

Appraiser Credentials and Certification

Jane Analyst, ASA, CBA, MBA

Master of Business Administration, Finance, Harward Business School. University of California, Berkeley, Bachelor of Science, Finance.

American Society of Appraisers, Accredited Senior Appraiser, Business Valuation.

Institute of Business Appraisers, Certified Business Appraiser.

Position and Experience

Senior Valuation Analyst, Partner, Certified Business Appraisals, LLC.

Professional Affiliations

American Society of Appraisers

Institute of Business Appraisers

List of Abbreviations

Asset Sale – a type of small business sale transaction in which all underlying business assets transfer from the seller to the buyer. The buyer assumes no business liabilities.

Average – the arithmetic mean value, calculated by adding all the values in a set and dividing the sum by their number. For the business selling price, the average is the sum of all the deal prices divided by the number of the recorded business sales.

Days on Market – the time in days from the date the business is listed for sale until the transaction closes.

Earnout – a portion of the business purchase price that is made contingent upon the business achieving some future measure of economic performance. For example, the earnout can be structured as a percentage of sales in excess of some base number, paid over some future period of time and limited to a maximum.

EBITDA – earnings before interest, tax, depreciation and amortization.

EBIT – earnings before interest and tax expense.

EBT – earnings before tax expense.

FF&E – the portion of business operating asset base comprising its furniture, fixtures and equipment.

Max – the maximum value in a set of values. For the business selling price, this is typically the highest recorded selling price value.

Median – the mid-range value with half of the values in the set falling below it and another half being above it. For the business selling price, the median price means that 50% of the business sales were done at prices below the median, and the remaining 50% of the sales had prices above the median.

Min – the minimum value in a set of values. For the business selling price, this is typically the lowest recorded selling price value.

N/A – not available.

Pricing Multiple – a statistically derived ratio of the business selling price to a measure of the business economic performance such as the business revenue, profit or cash flow.

Purchase Price – the total monetary consideration paid for the business equity. Includes intangibles such as non-compete agreements, excludes real estate, long-term liabilities assumed, and earnouts.

Purchase Price ÷ Net Sales – a pricing multiple which equals the purchase price divided by the business net sales.

Purchase Price ÷ EBT – a pricing multiple which equals the purchase price divided by the business earnings before tax.

Purchase Price ÷ Net Income – a pricing multiple which equals the purchase price divided by the business net income.

SDCF – seller's discretionary cash flow is the business net pre-tax income before a single owner's total compensation, plus amortization, depreciation, interest expense and adjusted for any extraordinary, non-recurring or non-business related income or expenses.

Selling Price – the monetary consideration paid for 100% of business ownership interest in an asset sale transaction. The Selling Price includes all business assets except cash, accounts receivable and inventory. Accounts payable are also excluded. The Selling Price does not include any long-term liabilities assumed by the buyer.

Selling Price ÷ Gross Revenue – a pricing multiple which equals the business selling price divided by the gross annual sales.

Selling Price ÷ SDCF – a pricing multiple which equals the business selling price divided by the SDCF.

SIC – Standard Industrial Classification, a US classification system grouping like businesses under the same numerical code.

Total Invested Capital – the purchase price plus all long-term business liabilities that are assumed by the buyer.

Total Invested Capital ÷ EBIT – a pricing multiple which equals the total invested capital divided by the business earnings before interest and taxes.

Total Invested Capital ÷ Gross Profit – a pricing multiple which equals the total invested capital divided by the firm's gross profit.

Total Invested Capital ÷ Net Sales – a pricing multiple which equals the total invested capital divided by the business net sales.