Sample Limited Scope Valuation

of

Acme Services, Inc.

as of

December 31, 2019

Prepared By:

February 24, 2020

John Smith
Acme Services, Inc.
1234 Main Street
Any Town, USA 12345

Dear John,

We are pleased to present this estimate of *fair market value* of Acme Services, Inc. as of December 31, 2019.

The suggested price is divided between tangible assets and goodwill. The tangible asset value represents the current estimated value of the furniture, fixtures, equipment, vehicles, leasehold improvements, and supplies for internal consumption. The intangible asset price or *goodwill* represents the current estimated value of the established customer base, management systems, operating systems, technology systems, and physical location, proprietary rights such as patents and trademarks, training upon sale. Sellable inventory, if any, is calculated in addition to the purchase price.

Estimated Current Market Value
The enclosed report with supporting documents offers a range of suggested values based on multiple valuation methodologies. Our single price conclusion is a weighted average of the maximum and minimum value ranges for all methodologies reviewed.

Fair Market Value	Plus Inventory	Total Asset Sale Value
$293,000	$21,418**	$314,418

** Total Enterprise Value of the business may be higher or lower at the time of closing depending on the value of inventory on the day of close, or a negotiated final inventory value.

Table of Contents

Background Information

Client Data

John Smith of Acme Services, Inc. has authorized BizByOwner to analyze the Company and complete this report. Acme Services, Inc. is located at 1234 Main Street, Any Town, USA 12345. The subject business is an industrial laundry and linen rental company.

Purpose of Valuation

This report provides the client with an opinion of the company's fair market value. *Fair market value* is the price, in cash or equivalent, that a buyer could reasonably be expected to pay, and a seller could reasonably be expected to accept, if the business were exposed for sale on the open market for a reasonable period of time, both buyer and seller being in possession of the pertinent facts and neither being under compulsion to act.

Form of Valuation

This valuation DOES NOT establish of value of the stock for the subject company. The analysis assumes that John Smith of Acme Services, Inc. will sell the business rights and tangible assets of Acme Services, Inc. to another individual or corporation. Balance sheet adjustments have not been made with this form of valuation. To convert market value of the business to stock value of the corporation, the reviewer will need to add cash assets, accounts receivables, notes receivable, etc, and subtract accounts payable, notes payable, etc.

Review of Internal and External Factors

Our approach has been to determine a value which would provide a fair and reasonable return on investment to an investor or owner, in view of the facts available to us at the time. Both internal and external factors which influence the value of the Company were reviewed, analyzed and interpreted. Internal factors include the Company's financial position, results of operations and the size and marketability of the interest being valued. External factors include, among other things, the status of the industry and the position of the Company relative to the industry.

Documents Reviewed

Documents listed below have been reviewed and any assumptions made from such documents or reports may be included in this report. BizByOwner has relied on the expertise of the company's financial advisors supplying this information for its accuracy.

- Form 1120 U.S. Corporation Income Tax Return Y/E 2017, 2018 and 2019
- Profit and Loss Statements Y/E 2019
- Balance Sheet as of December 31, 2019
- Company Website: www.acmeservices.com
- Client Questionnaire

Valuation Effective Date

Values stated are effective as of 12/31/2019 (the most current date of provided financial information). Any difference between the date this report is presented and the effective date could have a bearing on the value opinion stated.

Disclaimer and Contingencies

This is a limited scope valuation report and *not* a certified appraisal. A limited scope report is not as rigorous as a formal appraisal, and is designed to give a guideline or benchmark value rather than a formal determination of value. This valuation may not conform to all IRS and USPAP requirements, but is still guided by the most recognized standards of the business valuation industry.

This report is only to be used in its entirety, and for the purpose for which it was prepared. No third parties should rely on the information contained in this report without the advice of their attorney or accountant, and without confirming for themselves the information contained herein.

BizByOwner has no present or contemplated financial interest in the Company. Our fees for this valuation are based upon our normal valuation rates based on the product ordered, and in no way are contingent upon the results of our findings.

BizByOwner has no responsibility to update this report for events and circumstances occurring after the date of this report.

The analysts and appraisers, by reason of preparing this report, are not required to give testimony nor be in attendance in court or any other governmental hearing with reference to matters herein, unless prior arrangements have been made with the evaluator relative to such additional employment.

BizByOwner assumes no responsibility for matters of a legal nature affecting the property valued or the title thereto, nor do we render any opinion as to the title, which is assumed to be good and marketable. The property is valued as though under responsible legal ownership.

BizByOwner assumes no responsibility for any environmental problems and has not inspected the property.

This valuation was based on a specific period of time. Data for this period of time has been collected from several sources. The particular business environment and market may not continue in the future, therefore, the evaluator is not making any claims regarding future performance of this business. The evaluator assumes no responsibility for errors in data available from external sources.

Readers of this business valuation report should be aware that business valuations are based on future earnings potential that may or may not materialize. Any financial projections presented in this report are included solely to assist in the development of the value conclusion presented in this report. The actual results may vary from the projections, and the variations may be material.

BizByOwner was retained by its client, who is thoroughly familiar with the business, and all past and future performance information used in this report has been based on information provided by the client and other sources deemed to be reliable. The analysts and appraisers disclaim any ability of any potential purchaser to generate any future income, cost and expense potential, or expectations as may be stated in this report.

All information in this report has been provided by our client and is assumed to be reliable. No verification of the information has been done by BizByOwner, nor have we made an inspection or on-site visits of the business premises or facilities.

Possession of this report or a copy thereof does not carry with it the right of publication. It may not be used for any other purpose, in whole or in part, by anyone except the client for whom the valuation was prepared without the prior written consent of BizByOwner.

It is assumed that the reader of this report has at least a basic understanding of the subject business's industry, terminology and operations.

Other assumptions and limiting conditions are as may be stated in various other sections of this report.

Approach to Valuation

A business valuation is an opinion of the value of a business based on the appraiser's experience, training, and integrity. In reaching a conclusion, comparison of businesses usually involves adjustments due to the individuality and uniqueness of each business.

Being an opinion of value, the business valuation cannot be guaranteed, nor can it be proven. The valuation can, however, be substantiated and the final opinion is the result of a thorough professional analysis of a large amount of data. A valuation must not be considered absolute but should be used as a basis of negotiations between concerned parties, whatever their interests.

The valuation process as followed in the preparation of this report is an orderly procedure for arriving at an estimate of value. By following this procedure, the appraiser begins with a preliminary study of the issues and defines the basis from which the opinion is to be made. Once the data has been collected, a systematic approach is taken to analyzing the data and selecting appropriate valuation methodologies.

In assignments to estimate fair market value, the ultimate goal of the valuation process is a supported conclusion that reflects the appraiser's study of all influences on the value of the company being appraised. Therefore, the appraiser studies the business from various perspectives. Various questions are raised and answered through communication with the owners and advisors, research of the industry, and the financial capabilities of the subject business.

The various valuation approaches are interrelated, and each involves gathering and analyzing specific pieces of data relating to the company being analyzed. From the analysis, the appraiser derives separate indications of value, of which one or more may be used in determining the final value.

To complete the valuation process, the appraiser integrates the information drawn from market research, analysis of data, and from numerous valuation methodologies to form a final conclusion.

Fair Market Value

The single most important market factor to impact the value of a business is the supply and demand of an equally desirable substitute that is available in the marketplace. According to the principle of substitution, the value of a business tends to be determined by the cost of acquiring an equally desirable substitute. A buyer will pay no more for a business than the cost of purchasing a similar business. This concept is the basis of fair market value and is the overriding methodology in this valuation report.

There are three approaches to determining the value of any business:

1. The ***cost approach***, which considers the cost of purchasing or reproducing the assets of the business.
2. The ***income approach***, which is a financial analysis consisting of capitalizing an income stream based on the cost of money and a risk rate that reflects current market conditions.
3. The ***market data approach***, which values the business based on current sales in the marketplace for the same or similar business.

In this report you will find as many methods, under each approach, as is reasonably applicable to valuing the subject business. In order to arrive at a supportable value, we have chosen those methods that would best apply to the purchase of the subject business as reflected by the marketplace.

The Internal Revenue service established Revenue Ruling 59-60 as the standard for the valuation of closely held companies. The following summarizes the key factors to consider:

1. History and Nature of the Business.
2. Economic Outlook.
3. Book Value.
4. Earning Capacity of the Enterprise.
5. Dividend Paying Capacity of the Enterprise.
6. Goodwill and Intangible Assets.
7. Recent Sales of Stocks.
8. Market Value of Comparable Companies.

Cost or Asset-Based Approach

In considering the cost approach, we must remember that the cost of something does not necessarily determine its selling price. This is true in a rapidly changing market, which is highly affected by technological changes or variances in supply and demand. This is especially true if a company is very young and has not yet established enough of a track record to make a confident analysis of the future performance.

Also, in the case of a business, all serious practitioners of business valuation agree that book value is not necessarily an adequate proxy for representing the underlying net asset value of a business for valuation purposes, much less for representing the value of the business itself. However, book value is a figure that is available for almost all businesses. Furthermore, it is a value that different businesses have arrived at by some more or less common set of rules, usually some variation within the scope of generally accepted accounting principles (GAAP). Also, each asset or liability number that is a component of book value as shown in the financial statements represents a specific set of obligations that can be identified in detail by referring to the company's records, assuming that the bookkeeping is complete and accurate. Therefore, book value usually provides the most convenient starting point for an asset value approach to the valuation of a business interest.

The nature and extent of adjustments that should be made to book value for the business valuation depend on many factors. One, of course, is the purpose for the valuation. Another, which is frequently a limiting factor, is the availability of reliable data on which to base the adjustments both for the subject company and for other companies which might be compared in the course of the valuation.

One concept for fixed assets is *value in use*, the value of the operating assets to the owner/user, or buyer who will use it in a similar manner. Value in use is the value that includes consideration for the unique relationship of the item to a particular business such as the subject. There is a value for an item, which is already in place and is ready to use. The value might be the item's retail price, plus applicable taxes, freight, and installation charges. The summation of these costs, after proper deductions for depreciation and obsolescence, is the *value in use* of that item. This value may be different from its *fair market value* to a buyer who will not use the equipment at its present location.

The cost approach is used when the income stream generated by the business does not adequately reflect the value of the company. It is usually reflected in the valuation of not-for-profit companies and associations, start-up companies without an operating history, and/or distressed companies. Although part of the valuation analysis, it is rarely used when assessing the value of a viable operating entity.

Income Approach

The income approach estimates the Company's value based on its ability to generate income. This estimate may be calculated by i) projecting cash flows in to the future and discounting them back to present at a stipulated rate of return or ii) capitalizing a free cash flow base at an appropriate rate of return. The free cash flows used in this valuation methodology are defined as cash available to debt and equity holders after investment. The Discounted Cash Flow (or "DCF") methodology is ideal when valuing companies whose future performance is projected to be materially different from its past performance. DCF requires explicit identification of the future cash flow streams that anticipated business plans will generate. For this reason, the DCF approach is also useful when valuing companies that: (i) operate in niches which are uninhabited by comparable companies or (ii) face unique circumstances or operating environments.

The Capitalization of Earnings method is easier to employ than the DCF method. In this method, a normalized measure of earnings, such as operating cash flow, is usually divided by the appropriate cost of capital less the projected growth in operating cash flow. This calculation yields the indicated enterprise value for the business. Because the capitalization of free cash flow method is based on a single earnings base, the value that it yields may be less precise than the value yielded by the DCF method which is based on a detailed, explicitly identified stream of future earnings. However, the capitalization of free cash flow method and the DCF method will lead to similar valuation conclusions when the Subject Company is a mature company whose future performance is not expected to differ materially from its past.

Market Approach

The Market Approach (or Comparable Companies Approach) to valuing a closely-held non-traded company involves comparing the Subject Company to counterparts engaged in the same or similar lines of business. However, similarity in size, methods of operation, markets and customers served, and projected growth in sales and earnings are important for reliable market approach results. Since the IRS and USPAP appear to prefer the Market Approach to value determination, it is BizByOwner's method of choice.

The market approach is based on third-party verifiable transactions. Successful usage of this approach requires that the analyst have access to a large database of arms-length transactions involving companies similar to the Subject Company. Information on sales of comparable companies can be difficult to obtain for parties not privy to the transactions. When such data is publicly available, the market approach is the most credible and understandable approach of the three. However, this approach still may ignore or incorrectly include the potential combination benefits or synergies associated with a transaction.

The market approach is easy to understand, credible, and commonly relied upon. However, to the extent a company is exceptional, the value as indicated by the market approach will differ from its true fair market value.

The Market Approach includes several valuation methods in two basic categories: Public Company Comparable Methods and Private Company Comparable Methods. The former category uses discounted price/earnings or other ratios of publicly traded companies to approximate the value of a privately-held company. Unfortunately, these comparisons are usually of little value, since the size, capital structure, and liquidity of the Subject and Comparables Companies often differ to a great extent. In an attempt to solve this problem, many analysts have tried to assign discounts in order to compensate for the size, capital structure and liquidity issues. However, these discounts simply add a very arbitrary and subjective element into the valuation process. As a group, the Private Company Comparable Methods offer the overall best methods of business valuation since they compare similar privately-held companies that have sold on the open market to the Subject Company. The various methods include multiples of revenue, earnings before interest & taxes (EBIT), and earnings before interest, taxes, depreciation & amortization (EBITDA), and EBITDA + owner's compensation (Seller Discretionary Earnings (SDE)). BizByOwner will only be using Private Company Comparable Methods in the creation of this valuation.

Revenue Multiples

Revenue multiples have been a favorite of many analysts and business brokers over the years for two primary reasons. First, it is very easy to calculate. One simply multiplies the revenue by the revenue multiple for a given industry to arrive at an indicated value. Second, revenue is fairly easy to determine, and is a single figure that usually requires no adjustments, and no knowledge of accounting. However, the most obvious problem is that two companies in the same industry with equal revenue, but different earnings will be valued equally, even though the earnings benefit to the owner could be drastically different.

Earnings Multiples

Multiples of earnings are usually the best way to measure the value of a particular business. Businesses exist to provide earnings to their owners, shareholders or members. However, as discussed above, there are many types of earnings (before-tax earnings, after-tax earnings, EBIT, EBITDA, SDE, etc.). The only truly neutral measure of earnings is Seller Discretionary Earnings (SDE), (also called Adjusted Net Profit), because it is the only measure of earnings that removes the discretionary treatment of taxes, interest, depreciation, amortization, owner salary, health/life insurance, and other non-salary perks, and extraordinary items. SDE provides the true debt-free, discretionary earnings available to the owner(s) of the business.

BizByOwner analyzes both multiples of revenue and multiples of earnings methods in the creation of this valuation.

Correlation of Methods

It is important to note that under guidelines set by the “The Uniform Standards of Professional Valuation Practice” (Standards Rule 9-5), the Internal Revenue Service (Revenue Ruling 59-60), as well as most valuation societies, the evaluator is required to use all approaches for which reliable data is available and applicable. The use of as many approaches and methods within these approaches is useful to the extent that it will establish a range of values for the entity being appraised.

Revenue Ruling 59-60 (in Section 3, “Approach to Valuation”) recognizes the fact that appraising is not an exact science: “[a] sound valuation will be based upon all the relevant facts, but the element of common sense, informed judgment and reasonableness must enter into the process of weighing those facts and determining their aggregate significance.”

Sometimes it will be obvious that the analyst should rely on a single approach, such as methods under the cost approach whereby earnings are insignificant to the value of the assets. An example of this would be a new enterprise with little or no longevity or profits, where projections would be meaningless. Another example would be a company that has longevity, but insignificant profits, and would be a candidate for liquidation. In other cases, it may be apparent that several methods would be appropriate for the final value conclusion. When this is the case, the evaluator must look to the real world to determine which method or methods should receive the most weighting.

EBITDA and SDE Recast Worksheet

The most accepted measurement of earnings for small and mid-sized businesses is Seller Discretionary Earnings (SDE) because it is the only measure of earnings that removes the discretionary treatment of taxes, interest, depreciation, amortization, owner salary, health/life insurance, and any other non-salary perks, and extraordinary items. Also called Adjusted Net Profit, SDE provides the true debt-free, discretionary earnings available to the owner(s) of the business.

The following worksheet shows the analysis of how the business income statements were recasted to reflect SDE.

BUSINESS NAME: ACME SERVICES, INC.

		2017 Tax Rtn	2018 Tax Rtn	2019 P&L Stmt	
GROSS SALES:		$ 586,781	$ 585,159	$ 584,997	
FROM P&L SUMMARY:					
Salary (one working owner)	+	$ 90,272	$ 98,079	$ 104,960	1
Payroll Taxes on Owner Salary	+	$ 6,906	$ 7,503	$ 8,029	2
Owner Benefits	+	$ 13,700	$ 13,700	$ 13,700	3
Normalize Other Owner's Salaries and Benefits	+				4
Discretionary Expenses, if included in P/L expenses					
Interest	+	$ 4,345	$ 1,886	$ 1,385	5
Depreciation & Amortization	+	$ 6,711	$ 5,435	not exp on P&L	6
Meal & Entertainment	+	$ 300	$ 250	$ 500	7
Adjust Rent to Fair Market Value	+				8
Other: Loan Payment - Principal Expensed	+			$ 6,840	9
Other: Equipment Purchased Expensed	+			$ 2,616	10
Expenses not included on P&L (Explain)	+				
Total Adjustments (from above)		$ 122,234	$ 126,853	$ 138,030	
Net Profit (loss) from P&L/Tax Return	+	$ (18,210)	$ 18,479	$ (6,201)	
Seller's Discretionary Earnings (SDE)		$ 104,024	$ 145,332	$ 131,829	
EBITDA		$ 4,024	$ 45,332	$ 31,829	

Notes on Recast Earnings

1 Earnings (SDE) are calculated based on one owner/operator managing the business. This is added back to reflect SDE - the earnings of the company with one owner/operator. It is not added back to reflect EBITDA which is the earnings of the company with a manager rather than an active owner/operator. EBITDA has been calculated using a manager's salary of $100,000/yr (including benefits).

2 Company matching payroll taxes on the amount reflected in #1 above.

3 Fringe Benefits and Perks for the owner reflected in #1 above

4 Since all owners are earning fair market salaries, only the excessive fringe benefits and perks have been removed

5 Added back to reflect the earnings of the company as a debt free entity

6 Non-Cash Expense

7 Non-business expense

8 The business owner also owns the real estate in a separate entity but is not charging fair market rent, therefore this adjustment is made to reflect a fair market occupancy cost to the business

9 Entire Loan Payment expensed on P&L - principla should be be expensed… interest was added back above (footnote 5)

10 Equipment purchases should not be expensed… should be capitalized and depreciated on Balance Sheet

Weighted Averages

The revenues and earnings of each year are usually weighted to reflect the expected relevance of each year toward the future sustainable results of the company. A commonly used pattern is to weight the oldest year least, and the most recent year highest, in the belief that the near-term future will most closely resemble the company's most recent past performance. The weights are used to calculate a set of averages of earnings and/or revenues, shown above, which are used in all of the valuation methods which follow.

WEIGHTED AVERAGES						
Year	**SDE**	**EBITDA**	**% Weight**	**Total SDE**	**Total EBITDA**	**Total Revenue**
2017	$104,024	$4,024	10%	$10,402	$402	$58,678
2018	$145,332	$45,332	30%	$43,600	$13,600	$175,548
2019	$131,829	$31,829	60%	$79,098	$19,098	$350,998
			100%	$133,100	$33,100	$585,224
				Weighted SDE	Weighted EBITDA	Weighted Revenue

Valuation Methods

A business's value can actually be divided into five components:

1. Market value of tangible assets.
2. Historical trends of revenues expense and cash flow.
3. The value of rights, systems, technology, clientele.
4. Estimated stability in the future.
5. Esthetic appeal.

Internal formulas have been used to calculate each of the results of valuation method. Each of the methodologies were then reviewed to determine which apply most in this case to justify the suggested price. Not every method will necessarily be used to calculate the final suggested price.

All of the valuation methods below are calculated and displayed in price ranges with a maximum value and a minimum value. A value range is used in lieu of a fixed value for many reasons including: 1) a variable of error in the client provided data, 2) false assumptions on behalf of the appraiser, 3) multiple rules of thumb and formulas for a similar industry, 4) the data used to calculate these values are often based on estimates.

The methods reviewed in this report are described below:

Asset Value

The asset value (or Cost Approach) method is used to determine a minimum value range for a business. This amount represents the estimated market value of all tangible assets. This method does not include the value for sellable inventory.

Asset value must not be determined solely on the basis of book value or an asset's worth in its current application but also must consider replacement value including all installation and testing costs. The upper and lower asset values are determined based on the accuracy of the asset data that was provided by the client to the appraiser.

Upper range: $67,305

Lower range: $60,895

Basic Method

This method is a *rule of thumb* multiplier that is calculated by adding one and a half year's net cash flow to the business's tangible assets, valued at current market value.

Upper range: $303,311

Lower range: $224,186

Capitalization Of Earnings Method

This method calculates return on investment. It is based on a mathematical model, which calculates a total investment based on discretionary cash flow divided by a rate of return associated with the cost of money and the level of risk associated with the valued business.

Capitalization of earning capacity is considered by some to be the most important factor in the valuation of closely held companies.

Upper range: $355,577

Lower range: $293,738

Debt Capacity

This method of valuation is purely a financial model. Expenses are deducted from revenues to determine cash flow. Deductions are then made for an operator's salary and the real depreciation cost of assets. The result is discretionary cash for debt service.

The maximum debt service this business could handle, given the current level of discretionary cash, is calculated based on an assumption of the number of years financed and an interest rate.

Most appraisers agree that any future increases in revenues, while under the management of a new owner, belong to the new owner. If the previous owner had generated more revenue, the suggested price would reflect this.

Upper range: $333,631

Lower range: $289,979

Comparable Sales Method

This method takes into account the critical factors, which will encourage or discourage a potential buyer from investigating and/or purchasing this business verses other companies in the same industry. It is based on comparing the subject company with similar businesses that have been previously sold. Unique factors are analyzed and adjustments made to the comparable companies price to revenue and/or price to earnings ratios to arrive at a value of the subject company. Internal formulas are used to compare the subject company to other similar companies. See Appendix A for details on the Comparable Sales Methodology and resources used.

Upper range: $301,858

Lower range: $232,657

Discounted Cash Flow

This method is based on discounting the forecasted earnings or cash flow stream at a risk adjusted rate of return. The earnings stream is forecasted for ten years, typically using a long term growth rate, and then a terminal value is calculated at the end of ten years. Capitalizing the last period's earnings and then discounting the result to its present value calculates the terminal value. The following table shows how this was calculated:

	Rate	Implied P/E		
Discount Rate - Low	35%	2.86		
Discount Rate - High	40%	2.50		
Year	**Earnings**	**Annual Growth**	**High Present Value**	**Low Present Value**
Projected Year 1	$137,092	3%	$101,550	$97,923
Projected Year 2	$141,205	3%	$77,479	$72,043
Projected Year 3	$145,441	3%	$59,113	$53,003
Projected Year 4	$149,804	3%	$45,101	$38,995
Projected Year 5	$154,298	3%	$34,411	$28,689
Projected Year 6	$158,927	3%	$26,254	$21,107
Projected Year 7	$163,695	3%	$20,031	$15,529
Projected Year 8	$168,606	3%	$15,283	$11,425
Projected Year 9	$173,664	3%	$11,660	$8,405
Projected Year 10	$178,874	3%	$8,896	$6,184
Terminal Value			$25,418	$15,460
Discounted Value of Future Earnings			$425,195	$368,764

Terminal Value Calculation	High Value	Low Value
Year 10 Earnings	$178,874	$178,874
Discount Rate	35%	40%
Terminal Value	$511,069	$447,185
Present Value of Terminal Value	$25,418	$15,460

Upper range: $425,195

Lower range: $368,764

Multiple or Averaged Value Method

This method is the average of all of the previously described formulas based on the theory that a diligent buyer would rely on more than one of the previous formulas. An average value derived from all of the formulas should represent the actions of a *reasonable* buyer.

Upper range: $340,592

Lower range: $276,980

Conclusions

Upper Range Value

The *upper range value* represents the average of all of the upper range values for each methodology above. This is the most optimistic view of the business given current market constraints.

Upper Range Conclusion: $340,592.

Lower Range Value

The *lower range value* represents the average of all of the lower range values for each methodology above. This is most conservative opinion of the business value. This would be the opinion of a buyer who is primarily concerned with financial rewards including return on investment and return on equity, and will buy a business based on conservative financial estimates.

Lower Range Conclusion: $276,980.

Suggested Price

Our single price conclusion is a weighted average of the maximum and minimum value ranges for all methodologies reviewed. Based on the final opinion of the appraiser, it is common for the Suggested Price to be much closer to either the Upper Range Conclusion or to the Lower Range Conclusion.

The fair market value of the business is: $293,000.

Statistical Summary

For summary purposes we have itemized the breakdown for *asset value* and *business value* and a final *suggested price.*

We estimate the asset value of this company to be:	$64,100.
We estimate the intangible value (goodwill) of this company to be:	$228,900.
We estimate the total market value of this company to be:	$293,000.

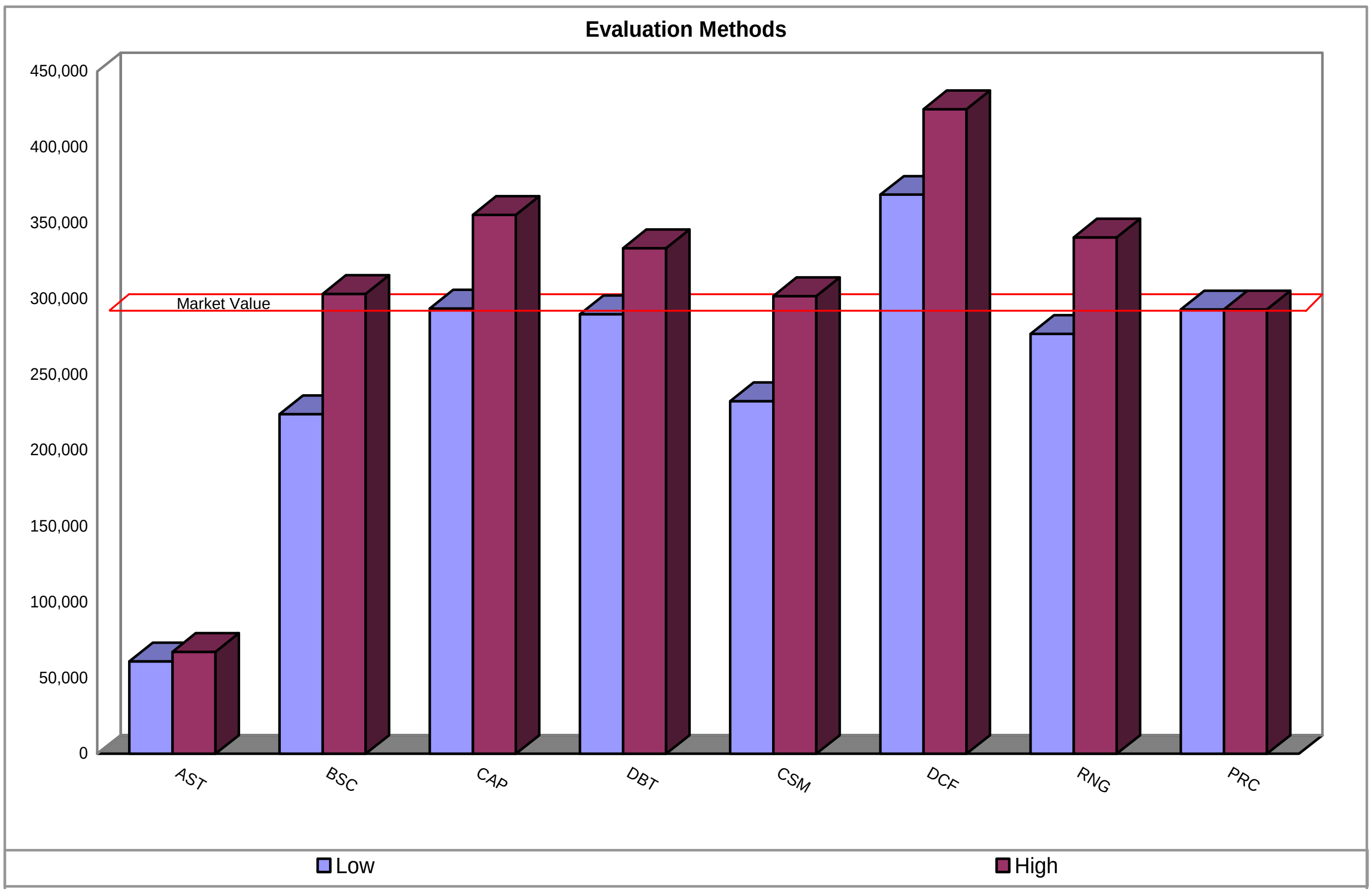
Our analysis generates a price range representing the highest price a seller could expect and the lowest price a seller should accept. The *suggested price* is calculated based on the information generated by the various formulas, but will account for special situations and inconsistencies. The summary of each methodology used is listed below:

Suggested Pricing	Upper Range Value	Lower Range Value	Weighting
Asset Method	$67,305	$60,895	0%
Basic Method	$303,311	$224,186	10%
Capitalization of Earnings	$355,577	$293,738	20%
Debt Capacity	$333,631	$289,979	10%
Comparable Sales Method	$301,858	$232,657	40%
Discounted Cash Flow	$425,195	$368,764	20%
Averaged Values	$340,592	$276,980	100%
Suggested Range	$340,592	$276,980	
Suggested Price	$293,000		

Special Conditions

If a particular valuation method is extremely high or extremely low, do not be alarmed. Extreme deviations are the product of formulas, which consider only one or two business factors, and are not representative of the total business. If a certain valuation method produced erroneous results, it was not included in the weighting of the final suggested price.

If potential buyers used only one method for valuation and that formula produced one extreme value there would be reason for concern. However, very few buyers consider only one formula; most buyers base their decision on the cash flow, debt capacity, and assets of a business and become generous or conservative based on their beliefs for all the other factors.



Clarification of Value

The value of the subject company stated in this report does not include real estate or improvements, which are considered to be investment assets. The following breakdown of tangible assets and goodwill should clarify how the final business value was calculated:

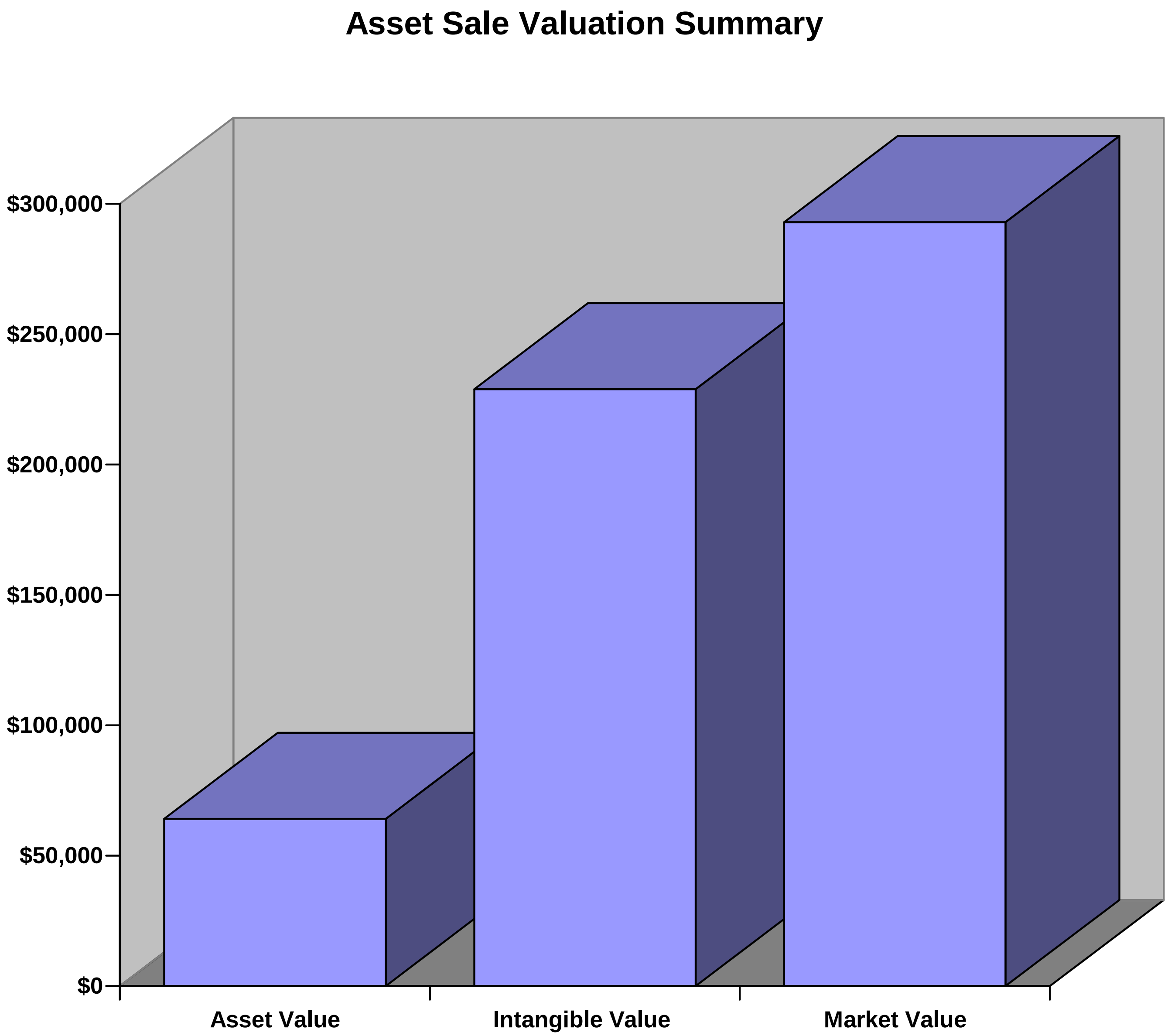
Furniture, Fixtures and Equipment		$31,000
Vehicles		$8,000
Value of leased equipment (Market Value - Payoff Value)		$0
Field Inventory/Goods		$25,000
Supplies For Internal Consumption		$100
License/Patents		$0
Total Asset Value - High Value	$67,305	
Total Asset Value - Low Value	$60,895	
Total Asset Value - Average Value		$64,100
Intangible Value		$228,900
Total Value		$293,000

Exclusion of Inventory

It should be noted that sellable inventory is not included in the total value above. The exclusion of inventory from the financial averages requires further discussion. In business sale transactions, inventory transfers at the date of closing based on the wholesale cost of “good” inventory existing at that date. Since the amount of inventory can vary so significantly from business to business, the financial ratios of the selling price of a business should exclude this relatively volatile asset. Also, there may be external reasons to manipulate the amount of inventory at the time of closing that, if included, would distort the selling price of the business. The final value of sellable inventory upon transfer should be added to the Total Value above.

Exclusion of Balance Sheet Assets & Liabilities

It should be noted that current assets (cash in banks, accounts receivable, etc) accounts and all liabilities are not included in the total value above. The total value above reflects the company’s value based on a typical Asset Sale transaction. To convert market value of the business to stock value of the corporation, the reviewer will need to add cash assets, accounts receivables, notes receivable, etc, and subtract accounts payable, notes payable, etc.



Asset Sale Valuation Summary
$300,000
$250,000
$200,000
$150,000
$100,000
$50,000
$0
Asset Value
Intangible Value
Market Value

Justification for Purchase

The Justification for Purchase test provides a means to test the reasonableness of the proposed asset sale of the business at the indicated selling price of $293,000 *plus* new inventory. It is not a method for estimating the value of a business or other property, as are the other valuation methods included in this report.

The estimated purchase price is $314,418.

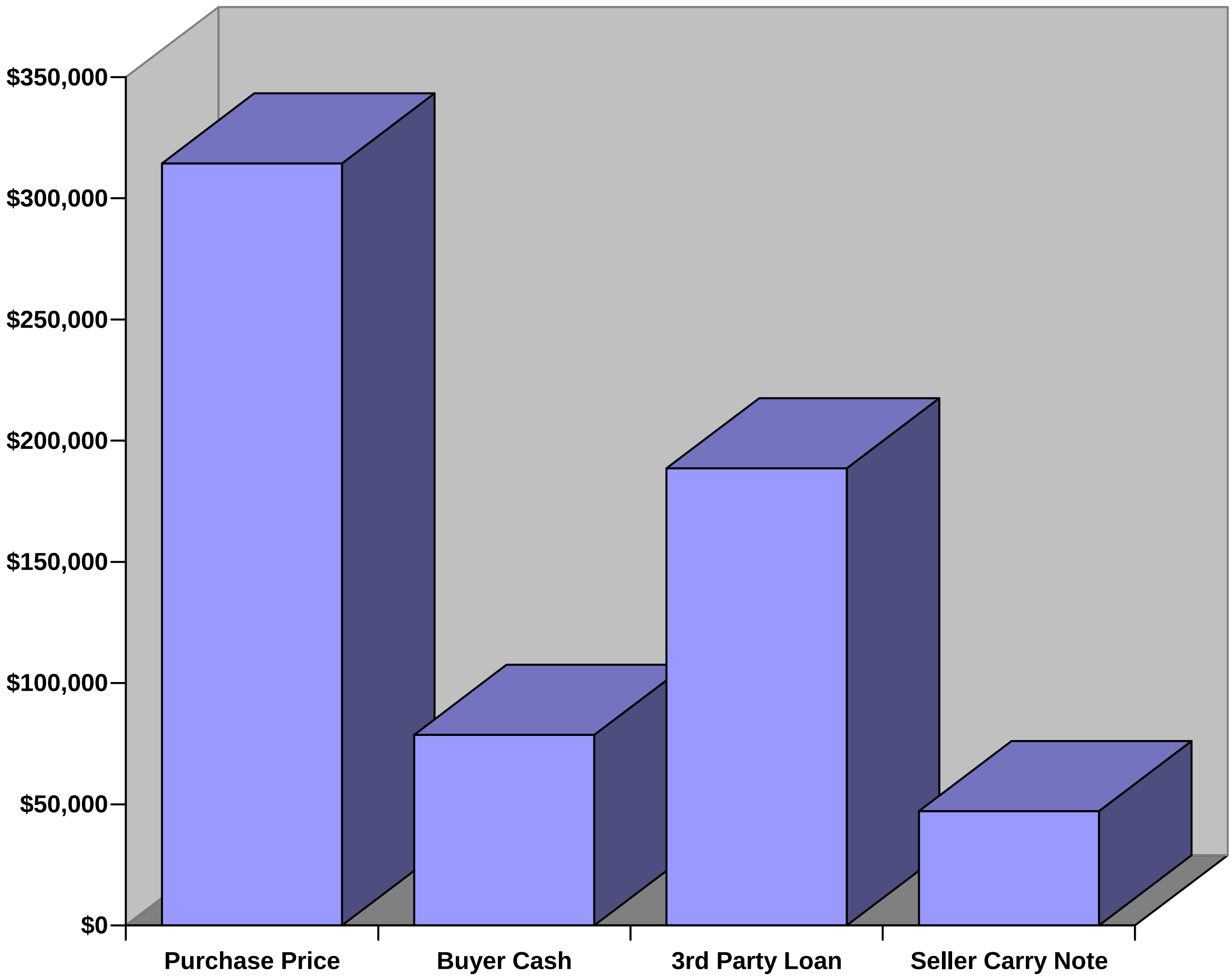
An assumed purchaser down payment of $78,605.

The balance is paid through a seller take back loan and/or an asset loan, conventional loan, SBA loan and/or promissory note. The third-party loan will be paid in equal monthly installments over a period of 10 years with a 7.75% annual interest rate. The seller take back loan or promissory note will be paid in equal monthly installments over a period of 5 years with a 7.50% annual interest rate.

The derived cash flow will be available for capital additions and buyer's compensation. The following table describes all of the assumptions used for a hypothetical purchase of this business:

Assumed Terms of Sale	Amount	Percent	Term (Yrs)	Interest
Business Purchase Price	$314,418			
Financing				
Buyer Cash	$78,605	25.00%		
3rd Party Loan	$188,650	60.00%	10	7.75%
Seller Carry Note	$47,163	15.00%	5	7.50%
Total Financing	$314,418	100.00%		
Post Sale Cash Flow Assumptions				
Pre-Tax Owner Discretionary Income	$133,099			
Include Managers Salary (1=Yes, 2=No)	1			
First Year Income Growth	3.00%			
Annual Growth Thereafter	3.00%			

Assumed Terms of Sale



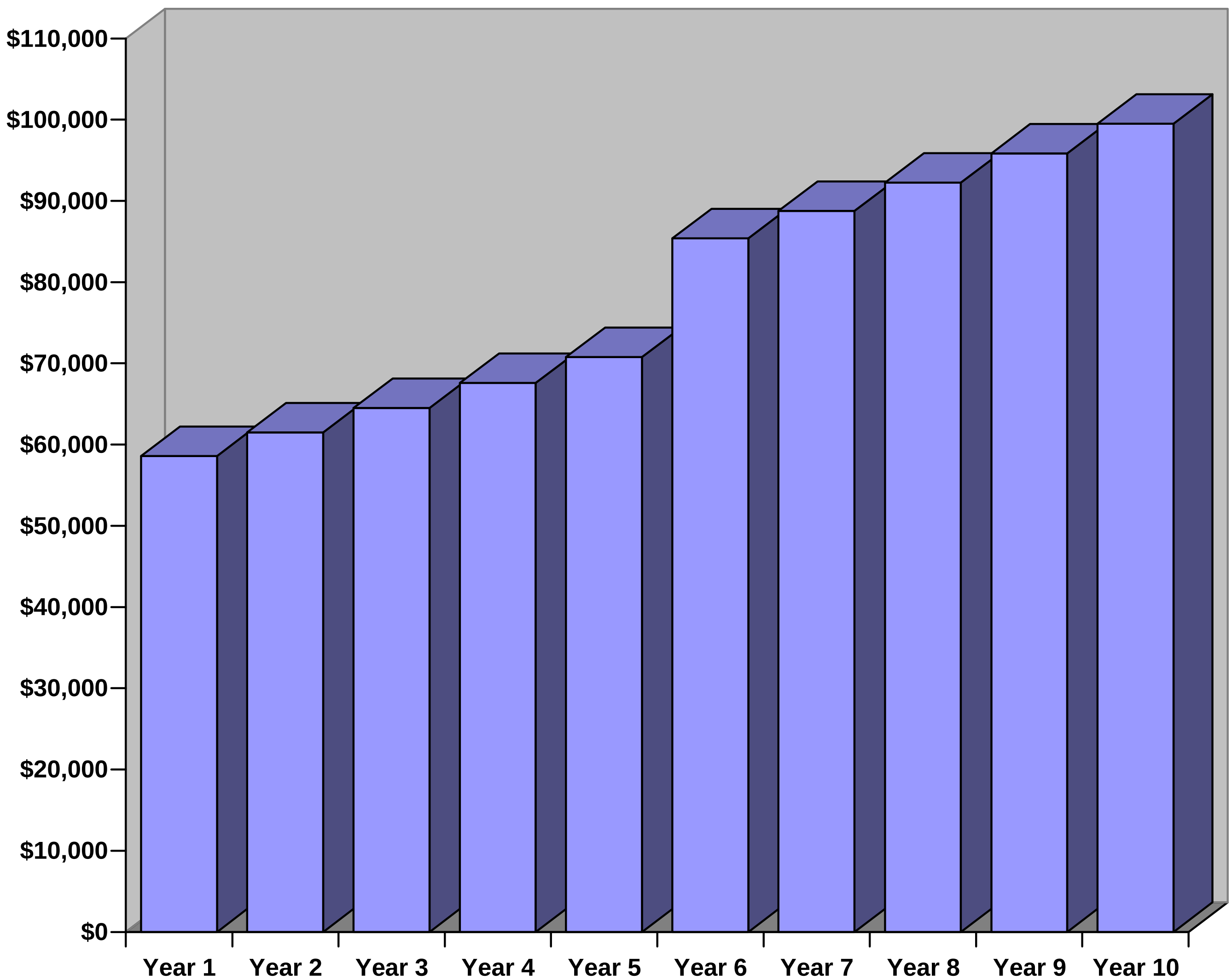
Post Sale Cash Flow

In the following post sale cash flow analysis, the derived cash flow was developed from the last year's actual cash flow less the principle and interest payments from the debt to purchase the business. This cash flow will be the new buyer's discretionary cash flow before taking a salary.

BizByOwner makes no representations or warranties, nor gives any assurance that a prospective buyer will do as well as indicated in this report. If a buyer relies upon this information, the buyer shall accept all the inherent risks of doing so.

Post Sale Year	Earnings	Managers Salary	Interest	Principal	Cash Flow
1	$137,092	$40,000	$17,428.25	$21,080.35	$58,583
2	$141,205	$41,200	$15,756.88	$22,751.73	$61,496
3	$145,441	$42,436	$13,952.95	$24,555.65	$64,496
4	$149,804	$43,709	$12,005.95	$26,502.65	$67,586
5	$154,298	$45,020	$9,904.54	$28,604.06	$70,769
6	$158,927	$46,371	$8,034.53	$19,133.48	$85,388
7	$163,695	$47,762	$6,497.86	$20,670.14	$88,765
8	$168,606	$49,195	$4,837.78	$22,330.23	$92,243
9	$173,664	$50,671	$3,044.37	$24,123.63	$95,825
10	$178,874	$52,191	$1,106.93	$26,061.07	$99,515

Post Sale Cash Flow



Reasonability Analysis

All of the calculations are based on after debt cash flows. If the purchase and growth assumptions are correct, the following analysis will provide a guideline to determine the reasonableness of the purchase price.

Ratios

Price to Earnings (SDE)	2.20
Price to Earnings (EBITDA)	3.14
Price to Revenue	0.50
Price to Assets	4.57

Appendix A: Comparable Sales Method Details

Overview
The business was evaluated using the direct market comparables from national sources as BIZCOMPS, Done Deals, and Pratt Stats.

Conclusions from these sources contain both Price to Revenue (P/R) and Price to Seller Discretionary Cash Flow (P/SDE) ratios, as well as many other ratios. BizByOwner has used one or more of these conclusions as the basis to determine the fair market value of **$293,000.**

What is Valued Using this Method
BizByOwner was asked to value the subject business, including all assets and liabilities of the business, both tangible and intangible.

- Cash in banks, Accounts Receivable, and Inventory are NOT included in the comparable companies.
- Liabilities including accounts payable and notes payable are NOT included in the comparable companies.
- Real estate and improvements have NOT been valued by the appraiser and are NOT included in the comparable companies.

Appraisal Methodology and Value
The comparables databases provide P/R and P/SDE ratios, which are based on intangibles and furniture, fixtures and equipment (FF&E) ONLY. In other words, all the sales prices reported in the databases are based on a buyer purchasing a business' intangibles and FF&E only. All other assets and liabilities are NOT reflected in the statistics.

In order to use the ratios to calculate a business's value, we need to use either the Price to Revenue ratio or the Price to SDE ratio and multiply each by the revenues and SDE of the client's business.

Specifically, we compared the net gross revenues and re-cast net income before taxes (Sellers Discretionary Cash Flow or SDE) of the business to the transaction data. The result is a range of values based on gross revenues and SDE.

Calculation of Value
After selecting appropriate comparable business sales transactions, the value was calculated. We selected a Price to Seller Discretionary Cash Flow ratio of **1.748** and a Price to Gross Revenue ratio of **.516** to be used in calculating the final business value.

Multiple of SDE	
SDE	$133,099
Price/SDE Ratio	1.748
Multiple Value	$232,675
Multiple of Gross Revenue	
Gross Revenue	$584,997
Price/Gross Revenue Ratio	.516
Multiple Value	$301,858

Summary Analysis of Sold Market Comparables (BIZCOMPS® and Pratt's Stats)

ANALYSIS OF	LOW	HIGH	MEAN	MEDIAN	RECORDS USED
ASKING PRICE	42,000	546,000	217,000	183,000	18
ANNUAL REVENUE	36,000	1,132,000	416,000	262,000	18
SALE PRICE	36,000	395,000	161,000	164,000	18
%DOWN	5%	100%	60.89%	57.00%	18
SP/REV	0.18	1.05	0.516	0.414	18
SDE/REV	0.13	0.5	0.29	0.247	18
SP/SDE	0.69	2.8	1.748	1.715	18
INVENTORY	0	125,000	22,000	10,000	16
FF&E	15,000	309,000	94,000	73,000	16

Detailed Analysis of Sold Market Comparables (BIZCOMPS® and Pratt's Stats)

SIC Code	Business Description	Annual Gross	SDE	Sale Price	Ask Price	SDE to Annual Gross	SP to Annual Gross	SP to SDE	% Down	Inv Amt	FF&E
7211	Commercial Laundry	36	18	36	42	0.5	1	2	100%	0	25
7211	Commercial Laundry	120	40	90	100	0.33	0.75	2.25	100%	1	40
7211	Commercial Laundry	132	62	131	145	0.47	0.99	2.11	35%	0	64
7211	Commercial Laundry	165	55	38	79	0.33	0.23	0.69	64%	120	309
7211	Commercial Laundry	184	69	193	205	0.38	1.05	2.8	39%	5	102
7211	Commercial Laundry	258	60	65	70	0.23	0.25	1.08	100%	0	
7211	Commercial Laundry	265	45	75	125	0.17	0.28	1.67	25%	10	15
7211	Commercial Laundry	566	80	180	250	0.14	0.32	2.25	50%	0	175
7211	Commercial Laundry	673	128	256	546	0.19	0.38	2	77%	4	100
7211	Industrial Laundry	960	240	395	395	0.25	0.41	1.65	100%	2	
7211	Commercial Laundry	1,018	249	280	379	0.24	0.28	1.12	100%	20	180
7211	Commercial Laundry	1,132	144	200	400	0.13	0.18	1.39	25%	10	896
7213	Industrial Linen Rental	174	56	80	80	0.32	0.46	1.43	30%	20	15
7213	Industrial Linen Rental	231	103	180	190	0.45	0.78	1.75	100%	0	72
7213	Linen Rental	251	122	190	235	0.49	0.76	1.56	5%	0	139
7213	Linen Service	300	60	125	175	0.2	0.42	2.08	35%	25	75
7213	Linen Service	485	88	148	158	0.18	0.31	1.68	25%	52	45
7213	Linen Rental	530	120	235	325	0.23	0.44	1.96	86%	125	50