BIG tax, Built In Gains, 148, Asset approach, 4, 143 297 504(c) program, 331 BizMiner, 78 7(a) SBA Loan Program, 330 Accounting Issues, 263 black box, 189, 311 BTR Dunlop Holdings, Inc. Accounting statements, 263 Accounts payable, 287 v. Commissioner accounts receivable (A/R), (Dunlop), 11Build-up Method (BUM):, 146, 286 Accrual Basis, 274 192 Add-Backs, Working with, Business Broker, selecting, 103, 377 346 Business Brokerage Process, Amazon Effect, 71 articles of incorporation, 227 Lower Middle Market, Articles of Organization, 227 341 Asset Approaches, 143 Business Brokerage Process, Aswath Damodaran, cost of Main Street, 338 capital, 190 business brokerage, 336 Audited financials, 282 business intermediaries, 337 Business Lifecycle, 198 Balance Sheet Adjustment, Business Value, increase, 324 143 Buyers, representing, 327 Balance sheet issues, 284 Buyers, wants, 323 balance sheet, poor 66 buy-sell agreement, **Basic Financial Statement** 231, 330 Preparation, 281 Buy-sell, dispute matters, 225 Bernard Mandelbaum, et al. BV Resources, 190 v. Commissioner, 246 By-laws, 229

**402** INDEX

Comparability Adjustments, Calculating goodwill, 257 calculation of value, 301, 303 Comparable data, 72 calculation report, 303 Compilation Statements, Calculations of Value, 5, 301 Cap X, Capital Investment, 281 178 Concentrations, 58, 197 Capital expenditures, Conclusion of Value, 5, 301 forecasts, 185 Consistency, 82, 263 Contingent liabilities, 288 capital investment, estimate, control premium, 249 295 Control Value, 222 Capitalization Rate, Calculation, 198 co-op valuation issues, 284 case law, 233 Cost of Capital Navigator, Cash basis to Accrual basis, 189 268 cost of the debt, 204 Cash Basis, 264 culture, 355 Cash flow preferences, 224 Cumulative voting, 230 cash flow, capitalization of Current assets, asset method, earnings, 162, 175 145 cash flow, discounted cash cut-offs, 273 flow method, 162 DDM dividend discount cash flows to minority model, 164 holders, 235 Deal Killers, 63 Cash, 286 detailed report, 304 cash, unreported, 94 discount for lack of Census data, 90 marketability, 237 Cherry picking, 370 Discount Rate, Calculating, Close Corporation, 228 187 Coefficient of Variation, 138 Discounted Cash Flow COGS, Cost of Goods Sold, Method, estimating 82 value, 207 Common Size Statements, 72 discounts, review, 388 company-specific risk discounts, other, 248 premium, 194

FASB, definition of business, Discretionary Adjustments, No. 2017-01, DLOM, 239 805-10-55-3A, 33 Finance Method, Rule of Document Request, 37 due diligence checklist, 356 Thumb, 205 Due Diligence, 344 Financial Analysis, 71 Duff & Phelps, 189 Financial control, 221 Fixed assets, 146, 283 EBITDA, Earnings before forecasts, 180, 380 Interest, Taxes, Forecasts, Balance Sheets, 184 Depreciation, and Franchise valuation issues, Amortization, 81, 83 284 Economic Data, 69 free rent adjustment, 277 Economy, 67 emotion, business sales, 320 Generally Accepted employee agreements, 67 **Accounting Principles** Employer Firms, Number, by (GAAP), 281 Goodwill, 149, 253 Size of Firm, 31 employment agreements, 232 Goodwill, Entity, 256 Enforceability of the Gordon Growth Model, 164 Agreements, 232 Government regulation/ certifications, 65 Engagement Agreements, 18, Engagement, 17 Growth rate, 196 equity risk premium, 193 Growth Rate, Estimating, 198

Estate of Aaron Jones, 215

Terminal Value, 212

Exit Multiple Approach,

exit planning process, 315

Facilities and Equipment, 56

Fair Market Value, 7, 147

Excess assets, 296

External Factors, 67

Fair Value, 11

Ibbotson's, 188-189
In place value, 147
Income approach, 4, 155, 382
independent contractor, 32
Individual freedoms, 224
Industry Information, 70
Industry risk premium,
194, 197
Industry survey data, 90

**404** INDEX

Lower Middle Market information gap, 29 intangible assets, 149, 253 Businesses, 337 Integra, 78 Main Street Businesses, 336 interest holder rights, 220 Major corporate actions, 224 interest, examining, 226 management team, 55 Internal disputes, effects, 66 Mandelbaum, 242 interviews, conducting 317 Market approach, 4, 107 Intrinsic Value, 12 Market Data, sources 116 Inventory Methods, 278 Market Method, 107, 381 Inventory, 129, 287, 385 market method, weaknesses, Investment Value, 10 strengths, 108 Investor, 157 Market Value, 9 IRS Discount for Lack of Marketable Minority, 222 Marketability Martin Ice Cream vs. Job Aid, 242 Commissioner, 110 IRS, Tax affecting, 168 T.C. 189 (1998), 259 last in first out (LIFO), 278 meeting minutes, 230 Law of Parsimony, 311 micro businesses, vii, 29 Lawsuits, 64 Middle Market Businesses, Levels of value, 221 338 Mid-Year Capitalization, 200 liabilities, 152 Licensing issues., 65 minimum fee, business brokerage, 339 Liquidation Value, 13, 147 Minority discounts, 235 liquidity discount, 238 Modeling, 3 liquor licenses, 160 Multiplier adjustments, direct listening skills, 316 weighting method, 125 Multiplier adjustments, list LLC operating agreements, 231 method, 125 Multiplier adjustments, major loan guarantees, 288 loans, 276 factors method, 125

Long-term debt, 288

Loop-Net, 99

Multiplier, estimating, 113

MUM Method, 261

People, evaluation, 55 National Association of Pepperdine Private Capital Certified Valuators and Analysts (NACVA), Markets Report, 191 percentage of completion 301 Negotiation Tips, 348 basis, 272 Net Net Net Lease, 99 Periods for Review, 376 net worth, 153 Personal goodwill, calculate, 257, 388 Nonmarketable Minority, 222 Personal Goodwill, Non-operating adjustments, Conveyable, 255 Personal Goodwill, pure, 255 100 Normal operations, 224 personal guarantees, 152 Normalization of Cash PLP lenders, SBA, 332 Flows, 81 Premise of Value, 15 North American Industry premiums, 388 Classification System Prepayments, 275 (NAICS), 117 Present value contribution chart, 176 Officers' Compensation, 85 Price, 1 one-time adjustment, 100 professional judgement, Operational risk, 196 documenting, 312 Opinion of value, 301 Professional Judgment, 23, Option Pricing Models, 241 309 Organizational documents, professional judgment, 309 225 Purpose, Valuation, 15 Other Current Assets, 287 Other Current Liabilities, 288 Qualification Process, Buyers, Over Under Billings, 272 350 Owner Debt, 296 Qualified Business Income Owners' equity, 153, 288 Deduction (QBI), 167 Qualitative Methods, 241 partial interests in the Quantitative Approaches, 241 business, 219 Questionnaires, 49 Partnership Profiles, 191 QuickBooks, 273

406 INDEX

SSVS (Statements on Ranking, Strengths and Weaknesses, 62 Standards for Valuation Services), Ratio Analysis, 75 RC reports, 90 301 Standard Industrial Real estate Lease, Inability to extend, 65 Classification code system (SIC), 118 Real Estate Owned, 98 Regression Analysis, 135 Standard of Value, market method comparables, Restricted stock studies, 242 114 Retention, 146 Standards of value, 14 Revenue, cash flow, 83 State tax issues, 63 Reviewed statements, 281 Risk, finanicial, 196 statistics, market risk-free rate, 193 method, 133 Stock certificates, 230 RMA data, 78 Straight voting, 230 Rules of Thumb, 114 Strategic control, 222 SBA Underwriting, 332 summary report, 304 SBA, Impact on Business Synergistic Value, 10 Valuation, 335 Systems, business, 53 SDE, Sellers Discretionary tax affecting, 166 Earnings, 81, 85 Sellers, working with, 320 Tax basis accounting, 280 Tax Court, 167 selling a business, 315 Tax Cuts and Jobs Act Site Visits, 60 **Small Business** (TCJA), 148, 167 Technology, 57 Administration (SBA) Terminal Value, 210 loans, 330 small stock risk premium, 193 unanimous consent, 228 Unified Theory of Value, Soft Factor Analysis, 221 126, 388 union pension liability, 288 specific company premium, unsystemic risks, 197 195

USPAP Standards, Rule 9-5, 301, 307

valuation engagement, 304 value, 2

Wayfair case, 79
Weighted average cost of capital, 201
Weighting cash flow, 111, 379
Weighting of valuation

methods, 300, 390

What Matters, 24, 304
work in process schedule,
272
Working Capital, 176, 290,
385
working capital, estimate,
292
working capital, forecasts,
185, 294
working capital, market
method, 131
working model, business,

323