

Certified Business Valuations and Machinery / Equipment Appraisals

# **Business Review Questionnaire** & Request of Documents

**Company Name** 

**Effective Date of Appraisal** 

All questions must be answered as of the effective appraisal date

#### PLEASE PRINT LEGIBLE

(Use backside of pages or additional paper, if necessary)

**Date Request** 

**American Business Appraisers, LLC** 

Will keep and hold all information strictly confidential

## PLEASE PROVIDE COPIES OF THE FOLLOWING DOCUMENTS ALONG WITH THIS COMPLETED OUESTIONNAIRE

- Historical Financial Statements includes balance sheets, profit & loss statements, *and if available* tax returns (all pages) for the past 5 years. 

   Supplied Not Supplied
- Interim Financial Statements for the prior twelve-month period from the appraisal effective date. □ Supplied □ Not Supplied □ Not Available (N/A)
- Copy of W-2's for owner(s) for the past 5 years. □ Supplied □ Not Supplied □ Not Available (N/A)
- Aging reports on receivables and payables (as of the appraisal date or the closest date prior to the appraisal date). □ Supplied □ Not Supplied □ Not Available (N/A)
- Detailed depreciation schedule (as of the appraisal date or the closest date prior to the appraisal date). □ Supplied □ Not Supplied □ Not Available (N/A)
- Related party activities. (loans, leases, or other agreements between the business and any owner/shareholder or entities in which the owner/shareholder are principals). 
  □ Supplied □ Not Supplied □ Not Available (N/A)
- Machinery & equipment appraisal. (if available) □ Supplied □ Not Supplied □ Not Available (N/A)
- Finance and lease agreements on any company asset(s) and real estate. □ Supplied □ Not Supplied □ Not Available (N/A)
- Provide a copy of the organizational documents. □ Supplied □ Not Supplied □ Not Available (N/A)
- Intellectual assets. (i.e.; intangible assets owned by the business such as patents, copyrights, trade names, etc. Include copies of the patent/copyright registration, cost to create, schedule of income/expenses and profits directly attributable to the item).

  □ Supplied □ Not Supplied □ Not Available (N/A)

#### IF AVAILABLE, THE FOLLOWING INFORMATION SHOULD BE PROVIDED

- Complete list of equipment, furniture and fixtures as indicated on balance sheet.
- Prior Business Valuations.
- Budget Planning and/or Financial Projections.
- Company Marketing Items (brochures, websites, etc).
- Local and/or Regional Economic Information.
- Current Industry Information and/or Forecasts.

**Instructions:** This form is designed to obtain an understanding of the business being valued. The questions have been grouped into sections. Many of these questions are general in nature and some will not apply to your particular business. Answer only the questions that apply and if a question does not apply, place an "N/A" in the space; this informs us the question has not mistakenly been missed. Attach additional sheets if necessary.

Completed by:	
	Date:

## Form of Organization

1.	<b>Originally</b> , the legal form was: □ Proprietorship □ General Partnership
	☐ Limited Partnership ☐ Limited Liability Partnership ☐ "S" Corporation
	☐ Regular Corporation ☐ Limited Liability Company
2.	The business was <i>started</i> on at the following location
3.	The business was <i>purchased</i> from
	On (date) Amount paid \$
4.	<b>Currently</b> , the legal form is: ☐ Proprietorship ☐ General Partnership
	$\square$ Limited Partnership $\square$ Limited Liability Partnership $\square$ "S" Corporation
	☐ Regular Corporation ☐ Limited Liability Company
5.	Currently, the name of the corporation/partnership/company is:
	, <del></del> _
	If this is a change from the original legal form, please give the date (month/year) of the
	change to this legal form
6.	The business name, if different than the legal name above:
7	Date of incorporation or formation:
/.	For corporations:
	State incorporated:
	Number of common shares authorized: Par value:
	Number of shares issued and outstanding:
	Briefly describe other types of stock
	Briefly describe outer types of stock.
8.	The first address the business operated from was:
0	
9.	The business left that address in (month/year)
10.	Address of the Company's headquarters:
	Business Phone: () Cell ()
	E-mail Address Website Address
	We moved to this address on
	Confidential Contact Address:

## **Owners/Management**

informa you stat request	ation for each: (if man te otherwise; include y	her shareholders?
Name _		Approx. hrs. per wk Salary/Hourly Wag
\$	Position	Relationship to control owner
Owns	% of Company.	Employed under Contract? ☐ Yes ☐ No
Other B	enefits: Car; Medical/	Dental/Life/Disability Insurance; Club Dues; Travel, etc.)
Indicate	which benefit and the	e monthly cost for each
		to position and description of job duties. (e.g.; 15% management; aily operations, 25% handle all billing A/P, A/R, P/R, etc.)
		Approx. hrs. per wk Salary/Hourly Wage
		Relationship to control owner
		Employed under Contract? ☐ Yes ☐ No
	•	Dental/Life/Disability Insurance; Club Dues; Travel, etc.)
Indicate	which benefit and the	e monthly cost for each
Percenta	age of Time Allocated	to Position (e.g.; 15% management; 40% sales, etc.)
Name		Approx. hrs. per wk Salary/Hourly Wage
\$	Position	Relationship to control owner
Owns	% of Company.	Employed under Contract? □ Yes □ No
Other B	enefits: Car; Medical/	Dental/Life/Disability Insurance; Club Dues; Travel, etc.)
Indicate	which benefit and the	e monthly cost for each
Percent	age of Time Allocated	to Position (e.g.; 15% management; 40% sales, etc.)

3. List all known related p	arties that the con	npany does bu	siness w	ith. (subs	sidiaries,	affiliate
or relatives)						
Name			Relatio	onship		
4. Please fill in the followineeded.	ng for total emplo	yees <u>excluding</u>		s). Use ad	lditional	
Employee Name	Position	Date Hired (Month/Year)	Hours Worked/ Week	Weekly Pay Rate	Benefits Y/N	Cost of Benefits Month
5. Discuss Staffing:	<u>Total</u>	Ful	ll-Time		<u>Part-</u>	<u>Time</u>
umber of employees:						
umber of managers: umber of sales staff:						
umber of service staff:						
umber of clerical staff:						

17.	Do all employees receive the same type of medical/dental/disability, as are paid for the owners/management personnel? ☐ Yes ☐ No If different insurance and/or fringe benefits and why:	no, who receives
	Automobiles (who has them, make/model, and year):	
	Other Special Benefits (extended paid vacations, membership who, what, cost, etc.	os, etc.) Give details,
	wiio, wiiat, cost, ctc.	
18.	Do any of these key employees have any special or unique skills use professional designations or degrees, awards, etc.)? ☐ Yes ☐ No If yes, please enter who and what.	ed in the business (e.g
19.	How easily can officers/management be replaced (i.e., is there one or which the success of the business depends that cannot be easily replace	, , ,

20.	Are any members of management or any employees expecting a material change in their compensation, benefits or position?   Yes No If yes, give details: Who, what, when and why.
21.	Does the Company anticipate any shortage of competent applicants for any of its routine positions? ☐ Yes ☐ No If yes, explain below.
22.	Any reason to believe that any members of management or the employees referenced in this questionnaire will be leaving you in the near future? ☐ Yes ☐ No If yes, who, when and why?
23.	Are there established written policies regarding starting pay, eligibility for raises, fringe benefits eligibility, vacation and sick leave policies, promotion eligibility, etc.? $\square$ Yes $\square$ No
24.	Does the Company consider the pay and benefits provided to all non-shareholder employees to be competitive in the marketplace and roughly equivalent to that offered by your competitors?   Yes   No If no, explain: (i) whether pay and benefits are more or less than that paid by your competitors; (ii) what the Company feels is typically paid by your competitors; and (iii) why is pay and benefits inconsistent with the competition.
25.	Are there any other matters regarding labor (owners/management/employees) about
	which we should be familiar? $\square$ Yes $\square$ No If yes, provide details.

	Business Model
26.	Does the Company have more than one location? If yes, provide a list of the names and addresses, together with the primary function for each of those locations (i.e.; manufacturing, service, sales, administration, distribution, etc.)
27.	What are the Company's normal operating days and hours?
28.	Please provide a brief history of the business:
29.	Are buildings owned or leased/rent? If leased/rented:
	Current Monthly Rent:
	Please provide the name the lease/rent checks are written to:
	Leased/Rented Space (Sq. Ft):
	Lease Terms & Options:
	Does rent/lease include insurance, maintenance and taxes? Yes No (circle one)
	Is the Lease/Rent Assignable? Yes No (circle one)
	What will be the new annual terms and payment?

T 1 .				
1. Industry	Classification C	lode(s):		
	☐ Primary (SIC	C)	Secondary_	
[	□ Primary (NA	AICS)	Secondary_	
2. Explain t	the Company's p	orimary product(s)	/service(s). Please	e include approximate
percenta	ige of all revenu	es received from e	ach. (total should e	qual 100%)
				Approximate %
I	Product/Servic	e		of Revenues
_				
-			·	
-			·	
3. Descript	ion of the Comp	oany's products or s	services:	
4. How are	the products or	r services used?		
4. How are	the products or	r services used?		
4. How are	the products or	r services used?		
4. How are	the products or	r services used?		
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			owing fastest and w	vhy?
			owing fastest and w	vhy?

36.	What are the product(s)/service(s) advantages versus your competitors?				
	Disadvantages:				
37.	Are the product(s)/service(s) proprietary? Does the Company have patents, technology, or expertise that may prevent others from copying the products?				
38.	What economic factors (inflation, interest rates, etc.) affect sales?				
39.	Does the quantity of business fluctuate during the year? ☐ Yes ☐ No If yes, give details as to which months, quarters, seasons, etc. are slower and faster. Indicate approximate percentage of the year's total revenues that are received in the slow and fast seasons.				
	The busiest months are				
	The slowest months are				
10.	Does business fluctuate with or rely on any other industry? $\square$ Yes $\square$ No If yes, what industry? (please name the industry(ies) and why your revenues fluctuate with each).				

12. How does the Company man		ease include approximate percent ):	age of al
Advertising	%	Direct Mail Soliciting	%
Phone Canvassing	%	Referrals	%
Repeat Customers	%	Other:	%
Other:	%	Other:	%
we are appraising the Comp total sales that are generate		e approximate percentage of the (	Company
☐ Inside Salespeople	# employed	generate approx% of tota	al sales
☐ Outside Salespeople	# employed	generate approx% of tota	al sales
☐ Independent Contractor	# employed	generate approx% of tota	al sales
☐ Manufacturers' Reps	# employed	generate approx% of tota	al sales
□ Owners	# employed	generate approx% of tota	al sales

45. Who are the Company's primary custon	ners (e.g., consumer, industry, government)?
46. Please give the name and location of th	e Company's 3-5 major customers/clients, together
with the approximate percentage of the	Company's total business obtained from each:
Name/City	% of Business
<del></del>	
	<del></del>
47. What approximate percentage of the Co	mpany's total business and revenues come from
within the (should equal 100%):	
City/County% State	% USA% International%
48 With respect to customer turnover, typi	cally how long does a <b>new</b> customer remain a
customer?	ioniy now long does a new castomer remain a
□ one sale only □ 1 year □ 1	1-3 years □ 3-5 years □ 5-7 years
□ longer; specify	
49. Who are the Company's three major con	mpetitors?
	Larger/Smaller Approx. Mkt
Name/City/State	Than Company Share
	0%

Document the requested information in the spaces provided. Attach additional sheets if necessary. 12If the information is not relevant, write N/A in that space.

		 	% %
50.	What are the <i>major strengths</i> the Company has versus these comp	etitors?	
51.	What are the <u>major weaknesses</u> the Company has versus these com	npetitors	?
52.	Who are the 6 largest competitors within your marketplace?		
	Name/City/State	Estimateo	l # of Employee
53.	Does the Company anticipate meaningful changes in the above con	mpetitor	s? □ Yes □ No
54.	Discuss any industry technology trends.		
55	What is the market area for the business and what determines its	size?	

56.	( <i>If applicable</i> ) What distribution channels does the company use (direct sales, distributors, retailers, Internet, etc.)?
57.	(If applicable) What percent of sales are obtained from bids?
58.	Is price the only factor considered by the potential customer in awarding the job? If not, what other factors are considered?
<b>5</b> 0	Warrana maising a selicing data main al2
39.	How are pricing policies determined?
60.	To what degree do competitors' prices affect company policy?
61	What is the key selling feature—product, price, service, brand name, packaging, etc.?
01.	
62.	In management's opinion, what are the barriers to entry?
63.	Does the Company offer and carry sales on credit? ☐ Yes ☐ No

If yes, what is the approximate percentage of:
Cash Sales% + Credit Sales% (should equal 100%)
64. What are the Company's credit terms?
65. Are there commissions or other forms of payment, which, will be due to salespeople or
others contingent upon collection of the receivables? $\square$ Yes $\square$ No $\square$ If yes, give
particulars, including whom, why, when, and how the amount to be paid is determined.
<u>Operations</u>
66. Describe the company's organization structure. (attach organization chart, if available)
67. (If applicable) What is the relative size of the company's divisions in terms of sales and
gross profits? How interrelated are the divisions? How much vertical integration is there
among the divisions? How easily can a division be eliminated without affecting other
operations?
68. How old are the Company's office/manufacturing facilities?
69. What is the facilities capacity, relative to current operating levels?

70.	Might sales be constrained by inadequate capacity?
71.	How many shifts and days per week does the Company operate?
72.	Is there excess capacity or excessive fixed overhead costs? $\square$ Yes $\square$ No If yes, please explain.
73.	Is machinery and equipment owned or leased? □ Owned □ Leased <i>If leased, describe and provide copies</i> of any leases:
74.	What is the overall condition of the Company's equipment, including its business information systems?
75.	Is there any inefficient or obsolete equipment?

76.	When is the equipment likely to be replaced?
77.	What is the likelihood of major repairs to the equipment?
78.	How extensively are independent contractors used?
79.	Discuss key suppliers. Are any suppliers the sole source? Have there been any major problems in getting raw materials?
80.	Does the Company have difficulties complying with environmental regulations? ? $\square$ Yes $\square$ No If yes, please explain.
81.	( <i>If applicable</i> ) Does the Company have any foreign operations? □ Yes □ No If yes, please explain
82.	( <i>If applicable</i> ) Discuss the effects of any federal or state regulation or subsidies on the Company's operations.

	mpany?					
4. How labor-intensive?						
	<u>Fin</u>	<u>ancial</u>				
5. Have there been any nonrecuri years?? □ Yes □ No If yes,	_	_	-	expenses/	during the l	ast 3
6. Please use the following table t increased the businesses incom	•			-	ture that red	duced o
increased the businesses incon	ne for the m	ost recen	nt five-yea	ars.	ture that red Year	luced (
increased the businesses incon	ne for the m	ost recen Year	nt five-yea	ars. Year		duced o
increased the businesses incon	ne for the m Year \$	nost recen Year \$	nt five-yea _ Year _ \$	ears. Year \$	Year	luced o
increased the businesses incon  ne Description of Expense	Year \$ \$	Year _ \$ _ \$	nt five-yea _ Year _ \$ _ \$	Year \$\$	Year \$	duced (
increased the businesses incon	Year \$ \$ \$	Year \$ \$ \$	nt five-year _	Year \$\$ \$\$	Year \$ \$	luced (
increased the businesses incon	Year \$ \$ \$ \$	Year \$ \$ \$ \$	nt five-year _	Year \$\$ \$\$	Year \$ \$ \$ \$	luced (
increased the businesses incon	Year \$ \$ \$ \$	Year	nt five-year _ \$ _ \$ _ \$ _ \$	Year \$\$ \$\$ \$\$	Year \$ \$ \$	luced (
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increased the businesses incon  ine Description of Expense	Year \$ \$ \$ \$ \$ \$ \$	Year \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	t five-year \$	Year  \$\$  \$\$  \$\$  \$\$  \$\$  \$\$  \$\$  \$\$	Year  \$\$  \$\$  \$\$  \$\$  \$\$  are being m	
increased the businesses incon  ine Description of Expense  :	Year \$ \$ \$ \$ \$ \$ \$	Year \$ \$ \$ \$ \$ \$ \$	Year   \$	Year  \$\$  \$\$  \$\$  \$\$  \$\$  \$\$  \$\$  \$\$	Year  \$\$  \$\$  \$\$  \$\$  \$\$  are being m	
6. Please use the following table to increased the businesses incomine Description of Expense:	Year \$ \$ \$ \$ \$ \$ yuluation r	Year	Year	Year  \$\$  \$	Year  \$\$  \$\$  \$\$  \$\$  \$\$  are being meeded.	ade.

Document the requested information in the spaces provided. Attach additional sheets if necessary. 18If the information is not relevant, write N/A in that space.

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f	
g	
h	
87.	Briefly describe any unusual matters, noted in reviewing the Company's financial statements/tax returns, which may affect this valuation engagement.
88.	Has there been any change in accounting principles during the past three years (cash to accrual, FIFO to LIFO, etc.) or similar changes that might affect the comparability of the financial statements? $\square$ Yes $\square$ No If yes, please explain
89.	Discuss plans for major capital expenditures, how they will be financed, and how much represents expansion versus replacement of existing assets.
90.	Discuss any contingent liabilities, including lawsuits and pending or threatened litigation.
91.	Describe short-term sources of credit and how they were used during the last three years.
92.	Describe <i>long-term</i> sources of credit and how they were used during the last three years.

99.	Do you anticipate any meaningful changes in either governmental regulations and/or international competition? $\square$ Yes $\square$ No If yes, please attach appropriate details.
100	). Any other comments regarding future? $\square$ Yes $\square$ No $\square$ If yes, provide particulars.
101	. Describe relevant past and expected future trends for the company, such as growth patterns, expansion or cutbacks of business segments, possible spin-offs, mergers or acquisitions.
	<u>Comments and Observations</u>
102	
	Threats of a particular business model. <i>Consider this from your point of view and that of</i>
	others. Be realistic, but not modest. In order to become familiar with your particular business matrix, please answer the following:
<u>Int</u>	ernal Strengths
	Strengths describe the positive tangible and intangible attributes, internal to the organization. They are within management's control. What does the organization do well? What resources does management have? What advantages does the Company have over competition? Strengths capture the positive aspects internal to the organization that add value or offer a competitive advantage.
	What is golden about the business?

What does the Company do well (in sales, marketing, operations, management)?
What are the business's most valuable assets?
Does the Company have a good reputation with customers/clients? <i>Give Details</i>
Does the Company have strong brand recognition within the market place? <i>Give Details</i>
Does the Company have any cost advantages? If yes explain
Where is the Company making the most money?
Does the Company have processes or systems in place? If yes, please explain.

What do people in the market place see as the Company's strengths?
<u>nternal Weaknesses</u>
Weaknesses are factors that are within your control that detract from your ability to obtain or maintain a competitive edge. Which areas might you improve upon? Weaknesses might include lack of expertise, limited resources, lack of access to skills or technology, inferior service offerings, or the pool location of you business. These are factors that are under your control, but for a variety of reasons, are in need of improvement to effectively accomplish your marketing objectives.
What looks a bit rusty inside the Company?
What does the Company lack (poor quality of goods or services, marketing, accounting, planning, etc.)?
Where does the Company lack resources?
What can the Company do better?

 Where	is the Company losing money?
 What a	re people in your market likely to see as weaknesses?
What s	hould be avoided in the future?
ernal O	<u>pportunities</u>
and pro realize t lifestyle	inities assess the external attractive factors that represent the reason for the business to exis sper. These are external to the business. These opportunities reflect the potential that can through implementing marketing strategies. Opportunities may be the result of market grow changes, resolution of problems associated with current situations, positive market percepti ne organization or the ability to offer greater value that will create a demand for your servic
What n	new needs of customers/clients could the Company met?

	e are there good opportunities facing the Company?
What a	are the economic trends that might benefit the Company?
What a	are the technological breakthroughs that could be used by management?
What r	niches have competitors missed?
What a	are the Company's competitors doing better? In what specific areas?
A threa revenue include	Threats It is created by an unfavorable trend or development that may lead to deteriorating of future The sestions of profits of the sestion
projics.	

What obstacles does the business face?
What are the negative economic trends?
What are the negative industry trends?
Where are competitors about to bite the Company?
Where is the Company most vulnerable?
Any other information regarding SWOT analysis we should be aware of?

103. Please provide the name and address of any local, state or that represent your industry <i>whether or not</i> you are a member organizations of which you are a member.			
Member	Yes	No	
104. Are there any vehicles, equipment, fixtures, etc. that are in go owned by the business but are <b>not</b> used actively in the business continue to do the Company's current sales and profit volumest please lists them below.	ss and are <b>no</b>	ot needed	to
105. Does the Company hold any obsolete or otherwise unsalable in If yes, provide details as to type, why, approximate value and the			
106. Does the Company employ any relatives or favored people where from the business without working or who are at a level of compethan what you would pay an unrelated/unfavorable worker?   State the name, date hired, number of hours typically worked per benefits, and an estimate of what you would pay someone else to	ensation that i Yes □ No If week, earnin	is greater yes, please gs, fringe	

107. As of the valuation date, were there fut which had not yet occurred? ☐ Yes ☐ No anticipated.	If yes, provide what, when, ho	•
108. Are there other matters about which we attach the relevant documents.	should be informed? $\square$ Yes $\square$	l No If yes,
Clients Statement	and Affirmation	
Client submits and affirms the information has been confined information pertaining to this appraisal assignment. Client will assume it is an accurate and fair representation of information accordingly. The user of this information is unanswered questions as set forth herein are not applicately compliance, in all respects, at all levels, and the entanglements or restrictions on transferability. It is possible documentation; we may need to request some additional provided is materially accurate and complete	ient understands that the users of such the operations of the Company and winstructed by client to assume any anable. We will deduct the business is in that there are no legal, tax, or contract ssible, following our review of the providing on the complete this engage anaire and any documents providinative and any documents providing.	n information Il use the d all full tual vided ement.
Authorized Signature	Date	
110. By my signature below I authorize my <i>accoun</i> with relevant information and/or documents.	tant to answer your questions and fu	rnish you
Authorized Signature		Date
Accountants Name:		
Address:	Telehone:	
111. By my signature below I authorize my <i>attorne</i> relevant information and/or documents.	ey to answer your questions and furn	ish you with
Authorized Signature		Date
Attorneys Name:		
Address:	Telehone:	