NATIONAL ASSOCIATION OF CERTIFIED VALUATORS AND ANALYSTS • INSTITUTE OF BUSINESS APPRAISERS

Current Update in Valuations

Industry Standards: Ready to Protect and Serve

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Nancy Fannon is the owner of Fannon Valuation Group, a nationally recognized business valuation, economic damages, and litigation support services firm located in Portland, Maine.

Ms. Fannon has more than twenty years of professional valuation and damages experience, and is frequently retained to provide expert witness services relating to the value of a business; an opinion on the amount of financial damages relating to the lost profits or the loss of a business or segment of a business; a determination of reasonable compensation; and other financial matters. She has been appointed by courts or mediators as a court-appointed expert, and has served as an arbitrator in valuation cases.

Nancy is a frequent speaker both locally and nationally on the topic of business valuation and damages. She is a regular contributing author and editorial board member for several national valuation and financial expert journals, and has written and/or technically reviewed several valuation and commercial damage textbooks.

In 2007 and 2008 she published two professional reference books on valuation, and published a text on commercial damages in 2009. The second edition of her most recent publication, *The Comprehensive Guide to Lost Profits Damages for Experts and Attorneys,* was published in January 2011.

Presenting

Industry Standards: Ready to Protect and Serve (Current Update in Valuations)

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Mark A. Hanson is a Shareholder of Schenck & Associates SC, located in Appleton, Wisconsin. He has over 30 years of experience in including acting as trustee in bankruptcy in the investment, real estate, insurance, and construction industries. In addition, Mr. Hanson has served as an expert witness, conducted valuations on subjects ranging from shareholder disputes and divorce to wrongful discharge and business interruption claims. Mr. Hanson has been an accounting instructor at Northeast Wisconsin Technical College and the University of Wisconsin-LaCrosse

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Mark G. Kucik is founder of The Kucik Valuation Group, LLC, of Chicago, Illinois, specializing in business valuations of family-owned and closely held securities for use in estate tax planning, financial statement reporting, estate tax returns, gift tax returns, buy/sell agreements, purchase/sale transactions, ESOPs, economic damages, matrimonial and shareholder disputes. Mr. Kucik is the current Chair of the NACVA Executive Advisory Board, past Chair of the NACVA Standards Committee, a member of the International Glossary Task Force, a member of the North American Business Valuation Standards Council, an instructor on NACVA's Training Development Team and served on NACVA's Education Board. He has over 22 years of professional experience, 12 years specialized in business valuation. Mr. Kucik was awarded NACVA's Outstanding Member Award, NACVA's Outstanding Instructor award, and Instructor of Great Distinction Award, and NACVA's Circle of Light Award. He also presents valuation seminars throughout the Chicago area. Mr. Kucik is a Certified Public Accountant (CPA), Certified Valuation Analyst (CVA) and Certified Mergers and Acquisitions Analyst (CM&AA). He is a member of the American Institute of Certified Public Accountants (AICPA), and the Illinois CPA Society (ICPAS). Mr. Kucik is a graduate of Loyola University of Chicago.

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URLs for the Seven Major Organizations’ Ethics and/or Standards.

NACVA Professional Standards: http://www.nacva.com/PDF/NACVA_Standards.pdf

AICPA:
http://www.aicpa.org/InterestAreas/ForensicAndValuation/Resources/Standards/DownloadableDocuments/SSVS_Full_Version.pdf

ASA: http://www.appraisers.org/ProfessionalStandards.aspx

CICBV: https://cicbv.ca/practice-standards/

IBA: **Business Appraisal Standards:** http://www.go-iba.org/pdfs/Business_Appraisal_Standards.pdf

IBA Code of Ethics: http://www.go-iba.org/code-of-ethics.html

IRS: *BV guidelines* are at http://www.irs.gov/irm/part4/irm_04-048-004.html

Intangible Property Valuation Guidelines are at http://www.irs.gov/irm/part4/irm_04-048-005.html

Real Property Valuation Guidelines are at http://www.irs.gov/irm/part4/irm_04-048-006.html

Tangible Personal Property Valuation Guidelines are at http://www.irs.gov/irm/part4/irm_04-048-003.html

USPAP: http://www.uspap.org/

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Professional Standards

National Association of Certified Valuators and Analysts (NACVA)

These Professional Standards are effective for engagements accepted on or after June 1, 2011

NACVA PROFESSIONAL STANDARDS

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NACVA PROFESSIONAL STANDARDS

I. INTRODUCTION

These principles-based Standards have been developed to provide guidance to members and other valuation professionals performing valuation services. The use of professional judgment is an essential component of estimating value.

A. PREAMBLE

Members of the National Association of Certified Valuators and Analysts (NACVA) shall comply with the standards and definitions herein. NACVA will adopt changes to and interpretations of the Standards when necessary.

II. GENERAL AND ETHICAL STANDARDS

A member shall perform professional services in compliance with the following principles:

A. INTEGRITY AND OBJECTIVITY

A member shall remain objective, maintain professional integrity, shall not knowingly misrepresent facts, or subrogate judgment to others. The member must not act in a manner that is misleading or fraudulent.

B. PROFESSIONAL COMPETENCE

A member shall only accept engagements the member can reasonably expect to complete with a high degree of professional competence. If a member lacks the knowledge and/or experience to complete such engagements with a high degree of professional competence, the member is not precluded from performing such engagements. In such instance, the member must take steps necessary to gain such expertise through additional research and/or consultation with other professionals believed to have such knowledge and/or experience prior to completion of such engagements.

C. DUE PROFESSIONAL CARE

A member must exercise due professional care in the performance of services, including completing sufficient research and obtaining adequate documentation.

D. UNDERSTANDINGS AND COMMUNICATIONS WITH CLIENTS

A member shall establish with the client a written or oral understanding of the nature, scope, and limitations of services to be performed and the responsibilities of the parties. If circumstances encountered during the engagement require a significant change in these understandings, the member shall notify the client. A member shall inform the client of conflicts of interest, significant reservations concerning the scope or benefits of the engagement, and significant engagement findings or events.

E. PLANNING AND SUPERVISION

A member shall adequately plan and supervise the performance of services.

F. SUFFICIENT RELEVANT DATA

A member shall obtain sufficient relevant data to afford a reasonable basis for conclusions, recommendations, or positions.

G. CONFIDENTIALITY

Unless required to do so by competent legal authority, a member shall not disclose any confidential client information to a third party without first obtaining the express consent of the client.

H. ACTS DISCREDITABLE

A member shall not commit any act discreditable to the profession.

I. CLIENT INTEREST

A member shall serve the client interest by seeking to accomplish the objectives established with the client, while maintaining integrity and objectivity.

J. FINANCIAL INTEREST

A member shall not express a Conclusion of Value or a Calculated Value unless the member and the member's firm state either of the following:

1. "I (We) have no financial interest or contemplated financial interest in the subject of this report."; or
2. "I (We) have a (specify) financial interest or contemplated financial interest in the subject of this report."

III. SCOPE OF SERVICES

A. APPLICABILITY

These Standards are applicable when valuing a ***business, business ownership interest, security, or intangible asset.*** The General and Ethical standards apply to all professional services performed by members.

B. VALUATION SERVICES

A member may express either a Conclusion of Value or a Calculated Value. When performing such Valuation Services, members shall comply with these Development and Reporting Standards. Valuation Services are:

1. Valuation Engagement

A Valuation Engagement requires that a member apply valuation approaches or methods deemed in the member's professional judgment to be appropriate under the circumstances and results in a Conclusion of Value; or

2. Calculation Engagement

A Calculation Engagement occurs when the client and member agree to specific valuation approaches, methods, and the extent of selected procedures and results in a Calculated Value.

C. OTHER SERVICES

Any service provided by a member of the NACVA should be done so in an ethical and competent manner that does not negatively impact the valuation profession in general or the NACVA in particular.

D. JURISDICTIONAL EXCEPTION

These Standards may differ from published governmental, judicial, accounting, or other authority that specifies valuation development or reporting procedures. In that event, the member should follow the applicable published authority or stated procedures. The other parts of these Standards shall continue in full force and effect.

IV. DEVELOPMENT STANDARDS

A. GENERAL

A member shall comply with these Development Standards when expressing a Conclusion of Value or a Calculated Value.

B. EXPRESSION OF VALUE

Value can be expressed as a single number or a range. A valuation analyst must avoid bias in the development of a Conclusion of Value.

C. RELIABILITY OF DATA

A member may rely upon information provided by any source without corroboration if disclosed in the report.

D. SCOPE LIMITATIONS

A member must consider scope limitations which affect the level of reliance on the information.

E. USE OF SPECIALIST

If the work of a third party specialist, such as a real estate or equipment appraiser, was relied upon in the engagement, a description of the reliance (if any) and any level of member's responsibility should be documented.

F. APPROACHES AND METHODS

Valuation methods are commonly categorized into the asset-based, market, income, or a combination of these approaches. Professional judgment is used to select the approaches and the methods that best indicate the value. Rules of thumb are acceptable as reasonableness checks, but should not be used as stand-alone method.

G. IDENTIFICATION

A member must define the assignment and determine the scope of work necessary by identifying the following:

1. Subject to be valued;
2. Interest to be valued;
3. Valuation date;
4. Purpose and use of the valuation;
5. Standard of value;
6. Premise of value;
7. Intended users;
8. Valuation approaches or methods;
9. Assumptions, limiting conditions and scope limitations;
10. Ownership size, nature, restrictions and agreements;
11. Sources of information; and
12. Other factors that may influence value when appropriate in the opinion of the member.

H. FUNDAMENTAL ANALYSIS

For a Conclusion of Value the member must obtain and analyze applicable information, as available, to accomplish the assignment, including:

1. The nature of the business and the history of the enterprise;
2. The economic outlook in general and the condition and outlook of the specific industry in particular;
3. The adjusted book value of the interest to be valued and the financial condition of the enterprise;
4. The earning capacity of the enterprise;
5. The dividend paying capacity of the enterprise;
6. Whether or not the enterprise has goodwill or other intangible value;
7. Prior sale of interests in the enterprise being valued;
8. Size of interest to be valued and its control, liquidity and marketability characteristics;
9. The market price of interests or enterprises engaged in the same or a similar line of business having interests actively traded in a free and open market;
10. Hypothetical conditions appropriate for the circumstances; and
11. All other information deemed by the member to be relevant.

I. DOCUMENTATION

Quantity, type, and content of documentation are matters of the member's professional judgment. Members should retain documentation for a sufficient time period to comply with legal, regulatory, and professional requirements.

V. REPORTING STANDARDS

A. GENERAL

A member shall comply with these Reporting Standards when expressing a Conclusion of Value or a Calculated Value. The objective of these Reporting Standards is to ensure consistency and quality of valuation reports issued by members of NACVA. The purpose of these Reporting Standards is to establish minimum reporting criteria.

B. FORM OF REPORT

The form of any particular report should be appropriate for the engagement, its purpose, its findings, and the needs of the decision-makers who receive and rely upon it. The purpose of these Reporting Standards is to establish minimum reporting criteria. The report may be written or oral.

C. CONTENTS OF REPORT

A report expressing a Conclusion of Value may be presented in either a Summary or Detailed Report. A Calculated Value must be presented in a Calculation Report. The member should disclose the report type (Detailed, Summary, or Calculation).

1. Detailed Reports

Detailed Reports must be coherent, supportable, and understandable. A detailed report should include, as applicable, the following sections titled using wording similar in content to that shown:

a) Letter of Transmittal
b) Table of Contents
c) Introduction, may include:

(1) Identification of the subject being valued
(2) Purpose and use of the valuation
(3) Description of the interest being valued
(4) Ownership size, nature, restrictions and agreements
(5) Valuation date
(6) Report date
(7) Standard of Value and its definition
(8) Identification of the premise of value
(9) Scope limitations
(10) Material matters considered
(11) Hypothetical conditions/assumptions and the reason for their inclusion
(12) Disclosure of subsequent events considered
(13) Reliance on a specialist
(14) Denial of access to essential data
(15) Jurisdictional exceptions and requirements

d) Sources of information
e) A description of the fundamental analysis (refer to IV(H)), may include:

(1) Historical financial statement summaries
(2) Adjustments to historical financial statements
(3) Adjusted financial statement summaries
(4) Projected/forecasted financial statements including the underlying assumptions
(5) Non-operating assets and liabilities
(6) Valuation approaches and method(s) considered by the member
(7) Valuation approaches and method(s) utilized by the member
(8) Other items that influence the valuation
(9) Site visit disclosure
(10) Reconciliation of estimates and conclusion of value

f) Identification of the assumptions and limiting conditions
g) Representation of the member, may include:

(1) Client identification and limitations on use of report
(2) Disclosure of any contingency fee
(3) A statement of financial interest
(4) Whether or not member is obligated to update the report
(5) Responsible member signature—the member who has primary responsibility for the determination of value must sign or be identified in the report

h) Qualifications of member
i) Appendices and exhibits

2. Summary Reports

Summary Reports should set forth the Conclusion of Value through an abridged version of the information that would be provided in a detailed report as outlined in (C.1.a) through (C.1.i) as applicable, and therefore, need not contain the same level of detail.

3. Calculation Reports

A Calculation Report should set forth the Calculated Value and should include the following information.

a) Introduction, may include:

(1) Identification of the subject interest
(2) Purpose and use of the calculation
(3) Description of the interest being valued
(4) Ownership size, nature, restrictions and agreements
(5) Calculation date
(6) Report date
(7) Scope of work
(8) Calculation Procedures
(9) Hypothetical conditions/assumptions and the reason for their inclusion

(10) Disclosure of subsequent events considered
(11) Reliance on a specialist

b) Identification of the assumptions and limiting conditions
c) Representation of the member, adapted to a calculation report

(1) Client identification and limitations on use of report
(2) Disclosure of any contingency fee
(3) A statement of financial interest
(4) Whether or not member is obligated to update the report
(5) Responsible member signature—the member who has primary responsibility for the determination of the calculated value must sign or be identified in the report

d) Appendices and exhibits
e) Purpose of the calculation procedures;
f) Statement that the expression of value is a Calculated Value; and
g) A general description of the calculation, including a statement similar to the following:

> "This Calculation Engagement did not include all the procedures required for a Conclusion of Value. Had a Conclusion of Value been determined, the results may have been different."

4. Statement that the Report is in Accordance with NACVA Standards

A statement similar to the following should be included in the member's report:

> "This analysis and report were completed in accordance with 'The National Association of Certified Valuators and Analysts' Professional Standards."

D. LITIGATION ENGAGEMENTS REPORTING STANDARDS

A valuation performed for a matter before a court, an arbitrator, a mediator, or other facilitator, or a matter in a governmental or administrative proceeding, is exempt from the reporting provisions of these standards. The reporting exemption applies whether the matter proceeds to trial or settles. This litigation waiver does not, however, relieve the member from complying with the Development Standards and all other standards promulgated by NACVA.

VI. INTERNATIONAL GLOSSARY

The International Glossary of Business Valuation Terms was developed by the valuation organizations identified in the Glossary. These definitions should be used by members (see Appendix) unless preempted by Regulatory authority.

VII. EFFECTIVE DATE

These Professional Standards are effective for engagements accepted on or after June 1, 2011. Earlier adoption by members is encouraged.

APPENDIX

APPENDIX

International Glossary of Business Valuation Terms

To enhance and sustain the quality of business valuations for the benefit of the profession and its clientele, the below identified societies and organizations have adopted the definitions for the terms included in this glossary.

The performance of business valuation services requires a high degree of skill and imposes upon the valuation professional a duty to communicate the valuation process and conclusion in a manner that is clear and not misleading. This duty is advanced through the use of terms whose meanings are clearly established and consistently applied throughout the profession.

If, in the opinion of the business valuation professional, one or more of these terms needs to be used in a manner that materially departs from the enclosed definitions, it is recommended that the term be defined as used within that valuation engagement.

This glossary has been developed to provide guidance to business valuation practitioners by further memorializing the body of knowledge that constitutes the competent and careful determination of value and, more particularly, the communication of how that value was determined.

Departure from this glossary is not intended to provide a basis for civil liability and should not be presumed to create evidence that any duty has been breached.

American Institute of Certified Public Accountants
American Society of Appraisers
Canadian Institute of Chartered Business Valuators
National Association of Certified Valuators and Analysts
The Institute of Business Appraisers

Adjusted Book Value Method:
A method within the asset approach whereby all assets and liabilities (including off-balance sheet, intangible, and contingent) are adjusted to their fair market values. (NOTE: In Canada on a going concern basis.)

Adjusted Net Asset Method:
See **Adjusted Book Value Method**.

Appraisal:
See **Valuation**.

Appraisal Approach:
See **Valuation Approach**.

Appraisal Date:
See **Valuation Date**.

Appraisal Method:
See **Valuation Method**.

Appraisal Procedure:
See **Valuation Procedure**.

Arbitrage Pricing Theory:
A multivariate model for estimating the cost of equity capital, which incorporates several systematic risk factors.

Asset (Asset-Based) Approach:
A general way of determining a value indication of a business, business ownership interest, or security using one or more methods based on the value of the assets net of liabilities.

Beta:
A measure of systematic risk of a stock; the tendency of a stock's price to correlate with changes in a specific index.

Blockage Discount:
An amount or percentage deducted from the current market price of a publicly traded stock to reflect the decrease in the per share value of a block of stock that is of a size that could not be sold in a reasonable period of time given normal trading volume.

Book Value:
See **Net Book Value**.

Business:
See **Business Enterprise**.

Business Enterprise:
A commercial, industrial, service, or investment entity (or a combination thereof) pursuing an economic activity.

Business Risk:
The degree of uncertainty of realizing expected future returns of the business resulting from factors other than financial leverage. See **Financial Risk**.

Business Valuation:
The act or process of determining the value of a business enterprise or ownership interest therein.

Capital Asset Pricing Model (CAPM) :
A model in which the cost of capital for any stock or portfolio of stocks equals a risk-free rate plus a risk premium that is proportionate to the systematic risk of the stock or portfolio.

Capitalization:
A conversion of a single period of economic benefits into value.

Capitalization Factor:
Any multiple or divisor used to convert anticipated economic benefits of a single period into value.

Capitalization of Earnings Method:
A method within the income approach whereby economic benefits for a representative single period are converted to value through division by a capitalization rate.

Capitalization Rate:
Any divisor (usually expressed as a percentage) used to convert anticipated economic benefits of a single period into value.

Capital Structure:
The composition of the invested capital of a business enterprise, the mix of debt and equity financing.

Cash Flow:
Cash that is generated over a period of time by an asset, group of assets, or business enterprise. It may be used in a general sense to encompass various levels of specifically defined cash flows. When the term is used, it should be supplemented by a qualifier (for example, "discretionary" or "operating") and a specific definition in the given valuation context.

Common Size Statements:
Financial statements in which each line is expressed as a percentage of the total. On the balance sheet, each line item is shown as a percentage of total assets, and on the income statement, each item is expressed as a percentage of sales.

Control:
The power to direct the management and policies of a business enterprise.

Control Premium:
An amount or a percentage by which the pro rata value of a controlling interest exceeds the pro rata value of a non-controlling interest in a business enterprise to reflect the power of control.

Cost Approach:
A general way of determining a value indication of an individual asset by quantifying the amount of money required to replace the future service capability of that asset.

Cost of Capital:
The expected rate of return that the market requires in order to attract funds to a particular investment.

Debt-Free:
We discourage the use of this term. See **Invested Capital**.

Discount for Lack of Control:
An amount or percentage deducted from the pro rata share of value of 100% of an equity interest in a business to reflect the absence of some or all of the powers of control.

Discount for Lack of Marketability:
An amount or percentage deducted from the value of an ownership interest to reflect the relative absence of marketability.

Discount for Lack of Voting Rights:
An amount or percentage deducted from the per share value of a minority interest voting share to reflect the absence of voting rights.

Discount Rate:
A rate of return used to convert a future monetary sum into present value.

Discounted Cash Flow Method:
A method within the income approach whereby the present value of future expected net cash flows is calculated using a discount rate.

Discounted Future Earnings Method:
A method within the income approach whereby the present value of future expected economic benefits is calculated using a discount rate.

Economic Benefits:
Inflows such as revenues, net income, net cash flows, etc.

Economic Life:
The period of time over which property may generate economic benefits.

Effective Date:
See **Valuation Date**.

Enterprise:
See **Business Enterprise**.

Equity:
The owner's interest in property after deduction of all liabilities.

Equity Net Cash Flows:
Those cash flows available to pay out to equity holders (in the form of dividends) after funding operations of the business enterprise, making necessary capital investments, and increasing or decreasing debt financing.

Equity Risk Premium:
A rate of return added to a risk-free rate to reflect the additional risk of equity instruments over risk free instruments (a component of the cost of equity capital or equity discount rate).

Excess Earnings:
That amount of anticipated economic benefits that exceeds an appropriate rate of return on the value of a selected asset base (often net tangible assets) used to generate those anticipated economic benefits.

Excess Earnings Method:
A specific way of determining a value indication of a business, business ownership interest, or security determined as the sum of a) the value of the assets derived by capitalizing excess earnings, and b) the value of the selected asset base. Also frequently used to value intangible assets. See also **Excess Earnings**.

Fair Market Value:
The price, expressed in terms of cash equivalents, at which property would change hands between a hypothetical willing and able buyer and a hypothetical willing and able seller, acting at arms length in an open and unrestricted market, when neither is under compulsion to buy or sell and when both have reasonable knowledge of the relevant facts. (NOTE: in Canada, the term "price" should be replaced with the term "highest price.")

Fairness Opinion:
An opinion as to whether or not the consideration in a transaction is fair from a financial point of view.

Financial Risk:
The degree of uncertainty of realizing expected future returns of the business resulting from financial leverage. See **Business Risk**.

Forced Liquidation Value:
Liquidation value, at which the asset or assets are sold as quickly as possible, such as at an auction.

Free Cash Flow:
We discourage the use of this term. See **Net Cash Flow**.

Going Concern:
An ongoing operating business enterprise.

Going Concern Value:
The value of a business enterprise that is expected to continue to operate into the future. The intangible elements of Going Concern Value result from factors such as having a trained work force, an operational plant, and the necessary licenses, systems and procedures in place.

Goodwill:
That intangible asset arising as a result of name, reputation, customer loyalty, location, products and similar factors not separately identified.

Goodwill Value:
The value attributable to goodwill.

Guideline Public Company Method:
A method within the market approach whereby market multiples are derived from market prices of stocks of companies that are engaged in the same or similar lines of business and that are actively traded on a free and open market.

Income (Income-Based) Approach:
A general way of determining a value indication of a business, business ownership interest, security or intangible asset using one or more methods that convert anticipated economic benefits into a present single amount.

Intangible Assets:
Non-physical assets such as franchises, trademarks, patents, copyrights, goodwill, equities, mineral rights, securities and contracts (as distinguished from physical assets) that grant rights and privileges and have value for the owner.

Internal Rate of Return:
A discount rate at which the present value of the future cash flows of the investment equals the cost of the investment.

Intrinsic Value:
The value that an investor considers, on the basis of an evaluation or available facts, to be the "true" or "real" value that will become the market value when other investors reach the same conclusion. When the term applies to options, it is the difference between the exercise price or strike price of an option and the market value of the underlying security.

Invested Capital:
The sum of equity and debt in a business enterprise. Debt is typically a) all interest-bearing debt, or b) long-term interest-bearing debt. When the term is used, it should be supplemented by a specific definition in the given valuation context.

Invested Capital Net Cash Flows:
Those cash flows available to pay out to equity holders (in the form of dividends) and debt investors (in the form of principal and interest) after funding operations of the business enterprise and making necessary capital investments.

Investment Risk:
The degree of uncertainty as to the realization of expected returns.

Investment Value:
The value to a particular investor based on individual investment requirements and expectations. (NOTE: in Canada, the term used is "Value to the Owner.")

Key Person Discount:
An amount or percentage deducted from the value of an ownership interest to reflect the reduction in value resulting from the actual or potential loss of a key person in a business enterprise.

Levered Beta:
The beta reflecting a capital structure that includes debt.

Limited Appraisal:
The act or process of determining the value of a business, business ownership interest, security or intangible asset with limitations in analyses, procedures or scope.

Liquidity:
The ability to quickly convert property to cash or pay a liability.

Liquidation Value:
The net amount that would be realized if the business is terminated and the assets are sold piecemeal. Liquidation can be either "orderly" or "forced."

Majority Control:
The degree of control provided by a majority position.

Majority Interest:
An ownership interest greater than 50% of the voting interest in a business enterprise.

Market (Market-Based) Approach:
A general way of determining a value indication of a business, business ownership interest, security or intangible asset by using one or more methods that compare the subject to similar businesses, business ownership interests, securities or intangible assets that have been sold.

Market Capitalization of Equity:
The share price of a publicly traded stock multiplied by the number of shares outstanding.

Market Capitalization of Invested Capital:
The market capitalization of equity plus the market value of the debt component of invested capital.

Market Multiple:
The market value of a company's stock or invested capital divided by a company measure (such as economic benefits, number of customers).

Marketability:
The ability to quickly convert property to cash at minimal cost.

Marketability Discount:
See **Discount for Lack of Marketability**.

Merger and Acquisition Method:
A method within the market approach whereby pricing multiples are derived from transactions of significant interests in companies engaged in the same or similar lines of business.

Mid-Year Discounting:
A convention used in the Discounted Future Earnings Method that reflects economic benefits being generated at midyear, approximating the effect of economic benefits being generated evenly throughout the year.

Minority Discount:
A discount for lack of control applicable to a minority interest.

Minority Interest:
An ownership interest less than 50 percent of the voting interest in a business enterprise.

Multiple:
The inverse of the capitalization rate.

Net Book Value:
With respect to a business enterprise, the difference between total assets (net of accumulated depreciation, depletion, and amortization) and total liabilities as they appear on the balance sheet (synonymous with Shareholder's Equity). With respect to a specific asset, the capitalized cost less accumulated amortization or depreciation as it appears on the books of account of the business enterprise.

Net Cash Flows:
When the term is used, it should be supplemented by a qualifier. See **Equity Net Cash Flows** and **Invested Capital Net Cash Flows**.

Net Present Value:
The value, as of a specified date, of future cash inflows less all cash outflows (including the cost of investment) calculated using an appropriate discount rate.

Net Tangible Asset Value:
The value of the business enterprise's tangible assets (excluding excess assets and non-operating assets) minus the value of its liabilities.

Non-Operating Assets:
Assets not necessary to ongoing operations of the business enterprise. (NOTE: in Canada, the term used is "Redundant Assets.")

Normalized Earnings:
Economic benefits adjusted for nonrecurring, non-economic or other unusual items to eliminate anomalies and/or facilitate comparisons.

Normalized Financial Statements:
Financial statements adjusted for non-operating assets and liabilities and/or for non-recurring, non-economic or other unusual items to eliminate anomalies and/or facilitate comparisons.

Orderly Liquidation Value:
Liquidation value at which the asset or assets are sold over a reasonable period of time to maximize proceeds received.

Premise of Value:
An assumption regarding the most likely set of transactional circumstances that may be applicable to the subject valuation (e.g., going concern, liquidation).

Present Value:
The value, as of a specified date, of future economic benefits and/or proceeds from sale, calculated using an appropriate discount rate.

Portfolio Discount:
An amount or percentage deducted from the value of a business enterprise to reflect the fact that it owns dissimilar operations or assets that do not fit well together.

Price/Earnings Multiple:
The price of a share of stock divided by its earnings per share.

Rate of Return:
An amount of income (loss) and/or change in value realized or anticipated on an investment, expressed as a percentage of that investment.

Redundant Assets:
See **Non-Operating Assets**.

Report Date:
The date conclusions are transmitted to the client.

Replacement Cost New:
The current cost of a similar new property having the nearest equivalent utility to the property being valued.

Reproduction Cost New:
The current cost of an identical new property.

Required Rate of Return:
The minimum rate of return acceptable by investors before they will commit money to an investment at a given level of risk.

Residual Value:
The value as of the end of the discrete projection period in a discounted future earnings model.

Return on Equity:
The amount, expressed as a percentage, earned on a company's common equity for a given period.

Return on Investment:
See **Return on Invested Capital** and **Return on Equity**.

Return on Invested Capital:
The amount, expressed as a percentage, earned on a company's total capital for a given period.

Risk-Free Rate:
The rate of return available in the market on an investment free of default risk.

Risk Premium:
A rate of return added to a risk-free rate to reflect risk.

Rule of Thumb:
A mathematical formula developed from the relationship between price and certain variables based on experience, observation, hearsay or a combination of these; usually industry specific.

Special Interest Purchasers:
Acquirers who believe they can enjoy post-acquisition economies of scale, synergies or strategic advantages by combining the acquired business interest with their own.

Standard of Value:
The identification of the type of value being used in a specific engagement (e.g., fair market value, fair value, investment value).

Sustaining Capital Reinvestment:
The periodic capital outlay required to maintain operations at existing levels, net of the tax shield available from such outlays.

Systematic Risk:
The risk that is common to all risky securities and cannot be eliminated through diversification. The measure of systematic risk in stocks is the beta coefficient.

Tangible Assets:
Physical assets (such as cash, accounts receivable, inventory, property, plant and equipment, etc.).

Terminal Value:
See **Residual Value**.

Transaction Method:
See **Merger and Acquisition Method.**

Unlevered Beta:
The beta reflecting a capital structure without debt.

Unsystematic Risk:
The risk specific to an individual security that can be avoided through diversification.

Valuation:
The act or process of determining the value of a business, business ownership interest, security or intangible asset.

Valuation Approach:
A general way of determining a value indication of a business, business ownership interest, security or intangible asset using one or more valuation methods.

Valuation Date:
The specific point in time as of which the valuator's conclusion of value applies (also referred to as "Effective Date" or "Appraisal Date").

Valuation Method:
Within approaches, a specific way to determine value.

Valuation Procedure:
The act, manner, and technique of performing the steps of an appraisal method.

Valuation Ratio:
A fraction in which a value or price serves as the numerator and financial, operating, or physical data serves as the denominator.

Value to the Owner:
See **Investment Value**.

Voting Control:
De jure control of a business enterprise.

Weighted Average Cost of Capital (WACC):
The cost of capital (discount rate) determined by the weighted average, at market value, of the cost of all financing sources in the business enterprise's capital structure.

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Business Valuation:
Divorce Court Rejects CPA's "Calculation" of Business Value

*By Heidi Walker, CPA*ABV, ASA*

In the case of In *re Marriage of Hagar,* 2010 WL 4807559 (Iowa App.) (Nov. 24, 2010), the Iowa Court of Appeals rejected the Company CPA's calculations of the value of the marital dry cleaning business because he admittedly did not "use judgment".

At issue was the value of Goliath, Inc., a dry cleaning business owned and operated by Jodi and Michael Hagar. Goliath was originally owned by Michael's parents and in December 2000, Ron Helle, the Company's long-time CPA, calculated the value of Goliath, Inc. at approximately $500,000, but estimated that the value was depressed by "approximately $250,000" as a result of excessive rent and interest expense, as well as a note payable to its landlord, Hagar, LLC, a company controlled by Michael Hagar's mother. At that time, Michael was given an option to purchase the business for $310,000.

Michael exercised his option to purchase Goliath, Inc. in January 2002 for the reduced value of $300,000 in exchange for continuing to pay excessive rent and interest to Hagar, LLC. He assigned roughly half of the shares to his wife. Over the years that followed, Goliath, Inc. and Hagar, LLC continued to be operated with family considerations being paramount. Owner compensation was adjusted to avoid social security taxes. Further, Michael unilaterally discontinued distributions after Jodie filed for dissolution of marriage, and Michael's mother attempted to default the parties' interest and remove Goliath from the marital estate.

By the time of the divorce, Goliath, Inc.'s four dry cleaning stores had been reduced to two, and revenue had declined from $700,000 to $400,000.

Helle was the husband's expert in the divorce proceedings and testified to making four quick "thumb-nail" calculations of Goliath, Inc.'s value, with certain assumptions regarding an annual salary for one owner-operator. His computations resulted in a range of values with a high of $71,329 and a low of *negative* $120,000. However, the trial court misunderstood Helle's calculations to be a range of $71,329 to *positive* $120,000, and "split the baby", finding a value for the business of $95,500. The appellate court agreed that Helle's $120,000 valuation was indeed expressed as a negative number, but went on to reject Helle's calculations outright, stating, "…we do not utilize Helle's calculations because he admittedly did not "use judgment" and therefore, did not recognize the family relationship between Goliath, Inc. and Hagar, LLC, its landlord."

Indeed, Helle testified, "This is not a valuation. This was a computation, utilizing rules of thumb that are documented as industry standards but not using judgment, simply using calculations following each of the four suggested formulas."

Without any opposing expert valuation, the appellate court ultimately based its value determination of $140,000 on the equity that the husband and wife had created during the marriage via pay down of the note obligation to Hagar's mother.

Was the value of the business $140,000? Who knows? Without any credible expert testimony, the appellate court was left to determine business value based on payments made on a related-party note payable, which is not a method by which a hypothetical buyer and seller, nor a qualified business appraiser, would ever calculate value.

Business valuations in which there are related-party dealings often require extensive analysis by the appraiser to put the company's financial statements on a fair market value basis, with rent, compensation, interest expense, and other affected items adjusted to market rates. While quick calculations of value can be a tempting cost-savings tactic, the cost to the divorcing parties is quite often much greater when the court is left with no convincing evidence of value.

Under the AICPA's *Statement on Standards for Valuation Services (SSVS),* there are two types of engagements to estimate value – a ***valuation engagement*** and a ***calculation engagement***. Each is defined as follows:

Valuation engagement – A valuation analyst performs a valuation engagement when (1) the engagement calls for the valuation analyst to estimate the value of the subject interest and (2) the valuation analyst estimates the value and is free to apply the valuation approaches and methods he or she deems appropriate in the circumstances. The valuation analyst expresses the results of the valuation as a conclusion of value; the conclusion may be either a single amount or a range.

Calculation engagement – A valuation analyst performs a calculation engagement when (1) the valuation analyst and the client agree on the valuation approaches and methods the valuation analyst will use and the extent of procedures the valuation analyst will perform in the process of calculating the value of a subject interest (these procedures will be more limited than those of a valuation engagement) and (2) the valuation analyst calculates the value in compliance with the agreement. The valuation analyst expresses the results of these procedures as a calculated value. The calculated value is expressed as a range or as a single amount. A calculation engagement does not include all of the procedures required for a valuation engagement.

While a "calculation engagement" is acceptable under the AICPA's *Statement on Standards for Valuation Services (SSVS),* it is often not sufficient for divorce proceedings because a calculation, by definition, does not require the appraiser to use their professional judgment, a critical component to any business valuation.

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