## Index

adjusted net book value, example, 108-114 general, 87, 98-99 holding companies, 107-108 income taxes, future, 105-106 intangible assets, 103-105 liabilities, 105 methodology deficiencies in, 114-115 general, 99-106, 115 tangible assets, 101-103 tax pools, 105-106 analysis of business, balance sheets, historical, 70-75 budget, 76-79 business, qualitative information about the, 48-49 cash flow, 75-76 cost of sales, 67 economic conditions, 51 financial review, 52-54 gross margin, 67 historical performance, 54-65 horizontal, 60-63 industry, qualitative information about the, 49-50 information, obtaining and evaluating, deficiencies in, 80-86 general, 51-52 limitations of, 79-80 normalization adjustments, 68 operating expense, 67-68 ratio, 63-65 related party transactions, 69-70 revenue, 65-66 scope of, 47-48 vertical, 56-60 balance sheets, analysis of capital assets, 73 liabilities, long-term, 74 redundant assets, 74-75 working capital, 70-73

budget, analysis of, 76-79

general, 193 inflation adjustment, 193-194 real rate of growth, 194-195 terminal value period, risk in, 195 capitalized cash flow, valuation based on asset valuation, 157-158 capitalization rate, 152 see also capitalization rate, determination of; rates of return enterprise value, determination of, 152-153 equity value, determination of, 153 example, 153-156 general, 145 income taxes, 148-149 maintainable discretionary cash flow, 147-148 methodology, deficiencies in, 156-157 general, 146-157 net trade working capital, 151 normalized maintainable EBITDA, 148 sustaining capital reinvestment, 149-151 cash flow statement, analysis of, 75-76

capitalization rate, determination of

Chartered Institute of Certified Business Valuators see governing body discounted cash flow, valuation based on discount rate, 169-170 see also discount rate, determination of; rates of return enterprise value, determination of, 170 equity value, determination of, 170 example, 171-173 forecast discretionary cash flow, 162-163 forecast operating results, analysis of,

160-162 general, 145, 160, 161, 174-175 methodology, deficiencies in, 173-174 terminal value, 165-169

discount rate, determination of build-up methodology, 186-187

## Index

Capital Asset Pricing Model (CAPM), 191-192 capital, weighted average cost of, 182 debt, cost of, 182-183 debt-to-equity ratio, 183-185 equity, cost of, 186-193 risk factors, 187-190 risk, financial, 190-191 EBITDA see multiple of EBITDA expert report, 300 series, 32 contents of. 32-34 fair market value cash equivalent basis, 4 definition of, 2-7 general, 1 hindsight evidence, 6-7 reasonable knowledge, 4-5 special interest purchaser, 3-4 fair value definition of, 7-8 general, 1 governing body file documentation standards, 38 general, 25 practice standards, 25-27 scope of work standards, 36-38 limited critique report 400 series, 33 contents of, 34-35 liquidation value, assets, valuation of, 91 assumptions, 88-89 example of, 94-98 general, 87-88 income taxes, 93-94 liabilities, valuation of, 92 liquidation costs, 92-93 methodology, 89-90 methodologies of valuation cash flow based, 10-13 enterprise value, 14-17 equity value, 17-19

general, 9 goodwill, commercial, 19 goodwill, individual, 20 goodwill, personal, 20-21 intangible value, 18-19 intrinsic value, 16-17 minority interest in business, 21-23 strategic value, 16-17 minority discount Canada Revenue Agency (guidelines relating to control), 202-203 controlling shareholder, 200-201 dissent remedy, 220-221 dividend payments, 222-223 employee share ownership, 212 en bloc value, 207 errors and issues relating to, 223-224 general, 199 group control, 201-202 legislation, 218-220 minority shareholder, 201 non-control and illiquidity, discount for, 203-204 nuisance value, 223 oppression remedy, 221-222 premium for control, 205 quantification of, 205-206 share class, 211-212 shareholders' agreements, 207-211 shareholder involvement, level of, 217-218 shareholder relationships, 216-217 share ownership structure, 214-215 studies on. 204 tag-along/drag-along provisions, 210, 218 multiple of EBITDA, valuation based on debt, outstanding interest-bearing, 128-129 EBITDA multiple, determination of, 122-128 example, 131-135 general, 117 goodwill, 137 industry transactions, 125-126 liabilities, contingent, 131 methodology,

## Index

general, 118 limitations of, 138 non-recurring expense or benefit, 130-131 normalized maintainable EBITDA, calculation of, 118-121 selection of, 121-122 public equity market comparables, 124-125 real estate, 135-137 redundant assets, 130 risk factors, 126-128 variations of, 138-142 working capital, 129-130 rates of return capitalization rates, 178-180

determination of

deficiencies in, 195-197 methodologies, 180-195 discount rates, 178 valuation multiples, 178-180 report *see expert report; limited critique report; valuation report* 100 series, 27 contents of, 29-31 deficiencies in, 39-44 definition, 27-29 value, definitions of, 1-8 value to owner definition of, 8