About the Editor	xvii
About the Authors	xix
Acknowledgments	ххху
Preface	XXXVII
CHAPTER 1	
Introduction to Financial Valuation	1
Who Values Businesses?	1
Purpose of a Valuation	2
Professional Valuation Organizations	3
Standards of Value	3
Premise of Value	8
Principles of Appraisal Practice	9
Dates	10
Approaches to Value	10
Valuation Procedures	11
Summary	11
Addendum 1—Valuation Checklist/Ready Reference	
(Revenue Ruling 59-60)	12
Addendum 2—2001 International Glossary of Business	
Valuation Terms	20
Addendum 3—AICPA Glossary of Additional Terms, Statements	
on Standards for Valuation Services VS Section 100	28
Addendum 4—2022 International Valuation Glossary—	
Business Valuation	31
Addendum 5—"The Business Valuation Glossary Issue"	46
Endnotes	56
CHAPTER 2	
Standards of Value	131
Introduction	131
How the Standard of Value Can Affect the Final "Number"	133
Premises of Value	134
Common Standards of Value	135
Common Operational Premises Underlying the Standard of Value	142
Application of Specific Standards of Value	143
Fair Value in Shareholder Dissent and Oppression	148
Standard of Value in Divorce	153
Fair Value in Financial Accounting	159
Measurement	159
Conclusion	161

VI CONTENTS

CHAPTER 3	
Research and Its Presentation	163
Obtaining Internal Information	163
External Sources of Data	164
Research Techniques and Planning the Search	165
Information Sources: Business Financial Databases	170
Economic Research	171
Selected Sources of Economic Information	171
Industry Research	173
Selected Sources of Industry Information	173
Guideline Public Company and Guideline Company	
Transactions Research	175
Presenting Research in a Report	177
Cost of Capital Research	177
Other Sources of Information	179
Summary	180
CHAPTER 4	101
Financial Statement and Company Risk Analysis	181
Historical Financial Statement Analysis	182
Length of Financial History to Be Used	182
Spreading Financial Statements in Columnar Format	183
Adjustments to Financial Statements	185
Normalization of Historical Financial Statements	185
Unusual and Nonrecurring Items	186
Nonoperating Items	188
Changes in Accounting Principles	188
Nonconformance with GAAP	188
Tax-Affecting the Earnings of Subchapter S Corporations	
and Adjustments	189
Degree of Ownership Interest	190
Normalization Adjustments—Ale's Distributing Company, Inc.	191
Common Sizing Normalized Financial Statements	197
Ratio Analysis (Quantitative Analysis)	199
Comparative Analysis	203
Risk Analysis (Qualitative Analysis)	206
Macroenvironmental Analysis	210
Addendum 1—Commonly Used Financial Ratios:	2.1.2
Application to Ale's Distributing	212
CHAPTER 5	
Income Approach	219
Fundamental Theory	219
Core Theory—"A Fraction"	220
Income Approach Methodologies	221
Normalization Process	222
Adjustments for Ownership Characteristics	223
Adjustments for GAAP Departures and Extraordinary,	
Nonrecurring, and/or Unusual Items	226

Adjustments for Nonoperating Assets and Liabilities and	
Related Income and Expenses	227
Adjustments for Taxes	228
Adjustments for Synergies from Mergers and Acquisitions	229
Determination of Future Benefit Stream (Cash Flows)	229
Defining the Benefit Stream	229
Defining Net Cash Flow	230
Use of Historical Information	232
The Capitalized Cash Flow Method	238
The Discounted Cash Flow Method	242
Terminal Value	249
Relationship of Discounted Cash Flow Method to Capitalized	
Cash Flow Method	255
Excess Cash Flow Method	256
Best Practices	265
Conclusion	266
Addendum 1—Application of the Direct Equity Method (DEM)	
and the Invested Capital Method (ICM)	267
Addendum 2—Dealing with Debt	274
Addendum 3—Best Practices: The Terminal Year of	
a Discounted Cash Flow Model	280
Addendum 4—Best Practices: The Terminal Year of	
a Discounted Cash Flow Model	287
Cost of Capital/Rates of Return Value Drivers	291 291
	291
Relationship between Risk and Return	293 295
Characteristics of Cost of Capital	293 295
The Cost of Equity	300
Risk-Free Rate (R _f)	
Equity Risk Premium (RP _m or ERP)	302
Beta	308 316
Industry Risk Premium (IRP)	
Size Premium (RP _s)	318 325
Company-Specific Risk (RPc)	
Issues in Cost of Capital	333
Cost of Equity Example	334
Implied Returns from Market Data	339
Weighted Average Cost of Capital	343
The Cost of Debt	345
The Cost of Equity	345
Venture Capital Returns	345
Addendum 1—Business Valuation Resources'	2.50
Cost of Capital Professional	350
Addendum 2—VPS "Quick Study"	254
Summary Outline Navigating the Navigator	354
1. Cost of Capital Overview	357
2. Cost of Equity Capital	359
3. Beta and Industry Risk Premium	361

VIII CONTENTS

4. Risk-free Rate and Equity Risk Premium	364
5. Size Premium	364
6. Company-Specific Risk Premium	371
7. Real Estate	373
8. Technical Questions About the Data	373
9. Miscellaneous	373
10. Historical Versions of the Valuation Handbook—	
U.S. Guide to Cost of Capital (2014–2018)	374
11. How To	374
CHAPTER 7	
International Cost of Capital	377
Background	377
Estimating the Cost of Equity	382
Estimating the Cost of Debt	388
Analysis of Multinational Corporations	390
Case Study	398
Technique for Considering a Large Portfolio of Countries	399
Conclusion	401
CHAPTER 8	
Market Approach	403
Overview	403
Level of Value	407
Advantages and Disadvantages of the Market Approach	408
Understanding the Subject Company	410
Finding Guideline Companies	410
Sources of Transaction Data	412
The Direct Market Data Method	415
Guideline Company Transactions Method	415
Selecting Guideline Public Companies	418
Basic Financial Indicators	424
Comparing Guideline and Subject Company Data	425
Adjustments to the Guideline and Subject Companies	429
Selecting Guideline Companies in Summary	435
Calculating Standard Pricing Multiples	436
Equity versus Invested Capital	436
Financial Statement Measures	437 440
Computing Multiples	440 441
Matching Price to Parameter	441
Dispersion of Pricing Multiples	443
Applying the Valuation Multiples	446
Adjusting Pricing Multiples for Differences in Growth Adjusting the Guideline Multiples for Size	446
Summary	454
CHAPTER 9	
Asset Approach	455
Theory	456
Application	457

Premise of Value	458
Control versus Minority	458
Built-In Gains Taxes	459
General Steps in the Asset Approach	465
Case Study	466
Best Practices	475
Addendum 1—Understanding Real Estate Appraisals	477
Addendum 2—Understanding Machinery and	
Equipment Appraisals	490
CHAPTER 10	E07
Valuation Discounts and Premiums	507
Levels of Value	508
Liquidity Versus Marketability	511
Entity-Level Versus shareholder-Level Discounts	514
Controversial Issues	517
Controlling Versus Noncontrolling Interests	518
Calculating a Discount for Lack of Control	523
Control Premiums	523
Control and the Market Approach	530
Control and the Income Approach	531
Discounts for Lack of Marketability	532
DLOM on a Controlling Interest	534
Empirical Evidence of Marketability Discounts	545
Applying Study Data	588
Quantitative Tools	590
Factors Influencing Marketability	603
Other Discounts	607
Premiums Accorded Voting Versus Nonvoting Stock	613
Summary	615
CHAPTER 11	
Addendum—Sample Valuation Report	617
History and Nature of Business	625
General Economic and Industry Outlook	628
Book Value and Financial Position	634
Projections	644
Approaches to Value	646
Income Approach	648
Cost of Capital	659
Market Approach	668
Guideline Public Company Method	668
Guideline Company Transactions Method	683
Reconciliation of Valuation Methods	685
Conclusion of Value	689
Appendix A—Assumptions and Limiting Conditions	690
Appendix B—Valuation Representation/Certification	694
Appendix C—Professional Qualifications of the Appraiser	695
Appendix D—Other Sources Consulted	696
Appendix E—Exhibits	696

K CONTENTS

Appendix F—Additional Information from Mercer Capital's	
National Economic Review	696
Endnotes	706
CHAPTER 12	
Business Valuation Standards	709
History of Valuation Standards	709
Government Action	710
Organization of the USPAP Standards	711
USPAP Business Valuation Standards (2020–2021—Extended	
to December 31, 2023)	712
Other Business Valuation Standards and Credentials	722
Summary	727
Addendum 1—A Summary of the AICPA's BV Standards	728
CHAPTER 13	707
Valuation of Pass-Through Entities	737
Introduction	737
Background	738
Standard of Value	748 750
Controlling Interests in Pass-Through Entities	750 753
Applicable Tax Rates Noncontrolling Interests in Pass-Through Entities	755 755
Treharne Model	756
Van Vleet Model	762
The S Corporation Economic Adjustment	763
The S Corporation Equity Adjustment Multiple	765
Summary: Noncontrolling Interest in Pass-Through	, 03
Entity Theory	769
Bibliography	772
Older Sources of Information	772
CHAPTER 14	
Estate, Gift, and Income Tax Valuations	777
Selected Internal Revenue Code Provisions	777
Selected Treasury Regulations	779
Selected Revenue Rulings	782
Valuations for Income Taxes	812
CHAPTER 15	004
Valuation of Family Limited Partnerships	821
Applications	822
Tax Advantages Formation	822
Other Characteristics	822 824
Importance of State Law and Property Rights	824 824
Improper Formation Can Create Problems for Partners	824 826
improper Pormation Can Create Problems for Partners	020

Contents Xi

Valuation of Family Limited Partnership Interests	828
Preliminary Considerations	828
Tax Code, Regulations, and Official Guidance	836
Characteristics That Affect Value	846
Other Factors to Consider	849
Components of the Partnership	849
Research	851
Valuation Approaches and Adjustments	857
Case Study	859
Court Cases	866
CHAPTER 16	
Summary of Tax Court Case Valuation Issues	877
Tax Court Decisions	877
CHAPTER 17	004
Shareholder Disputes	881
History of Shareholder Disputes	881
Causes of Action	882
Standard of Value	886
Valuation Date	889
Entire Fairness	889
Valuation Methodology	891
Valuation Adjustments	893
Some Relevant Court Cases	894
Recent Delaware Decisions	901 912
Court Case Caveats	912
Conclusion	913
CHAPTER 18 Employee Stock Ownership Plans	915
Introduction	915
Purposes	915
Requirements	916
Regulatory Environment	916
Tax Considerations	919
Need for Valuation Services	921
Adequate Consideration and Standard of Value	922
Feasibility of Formation	924
ESOP Share Ownership Characteristics	929
Ongoing Operations	931
Accounting Standards for ESOP Companies	,51
with Acquisition Debt	935
ESOP Valuation Engagements	938
Demand for Appraisal Review Services	947
Additional Information	947

XII CONTENTS

CHAPTER 19	
Valuation in the Divorce Setting	951
Standards of Value	951
Premise of Value	953
Goodwill	954
State Interpretations on Inclusion of Goodwill in the Marital Estate	956
Personal versus Enterprise Goodwill	956
Allocation of Goodwill as Personal or Enterprise	958
Applying the Factors to Assess Goodwill	959
Role of Noncompete Agreements in Determining Personal	
versus Enterprise Goodwill	963
Trifurcation of Goodwill and the Concept of Tradeable	
Personal Goodwill	964
Personal Goodwill in Commercial Businesses	965
Double Dipping in Divorce Cases	966
Valuation of the S Corporation and Other Pass-Through Entities	967
Restrictions on Data	968
Range versus Specificity	969
Professional Standards	969
Valuation Methodology and the Application of Discounts	971
Liquidity Myth in Pass-Through Entities	974
Summary	975
CHAPTER 20	
Valuation Issues in Small Businesses	977
Common Characteristics	977
Financial Statement Adjustments	980
Qualitative Factors Affecting Value	984
Valuation Methods	984
Reasonableness Tests	990
Summary	991
CHAPTER 21	
Valuation Issues in Professional Practices	993
Types of Practices	994
Purpose of Valuation	997
Professional Goodwill and Practice Goodwill	997
Selected Case Law for Marital Dissolution	999
Factors Affecting Value	1001
Financial Statement Adjustments	1005
Valuation Methods	1009
Summary	1013
CHAPTER 22	
Reasonable Compensation	1015
Purposes for Analysis	1016
Types of Compensation	1021
Assessing Compensation	1024
Methods of Calculating Reasonable Compensation	1028
Divorce and the "Double Dip"	1032
Personal Goodwill	1034

Reasonable Compensation Job Aid for IRS Valuation	
Professionals	1035
Conclusion	1038
CHAPTER 23	
The Valuator as Expert Witness	1039
Introduction	1039
Pre-Engagement Considerations	1041
United States Requirements and Procedures Applicable	
to Expert Witnesses	1042
Daubert Motion	1044
The IkarIan Reefer	1047
Canadian Requirements Applicable to Expert Witnesses	1048
"Rules" for the Testifying Expert When on the Witness Stand	1050
Conclusion	1057
CHAPTER 24	
Fair Value Measurement and the Valuation of Intangible Assets	1059
Introduction	1059
Nature of Intangible Assets	1060
Fair Value Standards and Guidance	1061
Fair Value Measurement	1063
Business Combinations	1071
Intangibles: Risk and Return	1078
Valuation Approaches	1079
Cost Approach	1080
Market Approach	1083
Income Approach	1086
Amortization Benefit	1092
In-Process Research and Development	1094
Goodwill	1095
Financial Reporting Disclosures	1101
Statements on Standards for Valuation Services VS Section 100 Case Study: Determining the Value of Goodwill and Other	1101
Intangible Assets in a Business Combination	1103
CHAPTER 25	4400
Marketing, Managing, and Making Money in a Valuation Services Group	1139
Purpose and Overview	1139
CHAPTER 26	44.44
Business Damages	1141
General Considerations in Damages Calculations	1141
Legal Principles Governing Damages	1142
Measurement of Damages	1148
Can Lost Profits Exceed the Fair Market Value	44.60
of the Business?	1160
Considerations in Intellectual Property Damages	1161
Considerations in Securities Class Action Litigation	1169
Standards	1174
Conclusion	1174

XÍV CONTENTS

CHAPTER 27	
Other Valuation Service Areas	1175
A: Valuation for Public Companies and/or Financial	
Reporting	1175
B: Valuation of Debt	1175
C: Valuation of Preferred Stock	1176
D: Restricted Stock Valuation	1176
E: Valuation Issues in Early-Stage Companies	1177
F: Stock Options and Other Share-Based Compensation	1178
G: Real Option Valuations	1178
H: Maximizing Shareholder Value	1179
CHAPTER 28	
Valuation of Healthcare Service Businesses	1181
Background	1188
Industry Factors	1191
Standard of Value	1205
Considerations for Valuing Healthcare Entities	1207
Valuation Process	1209
Control Premiums and Minority Discounts	1216
Discounts for Lack of Marketability	1218
Valuation Issues for Specific Healthcare Industry Niches	1218
Public and Private Healthcare Services Companies by Niche	1213
Fublic and Frivate Healthcare Services Companies by Niche	1232
CHAPTER 29	1005
Determination of Compensation in the Healthcare Industry	1235
Need for Compensation Assignments	1235
- 1 1 · 1	
Regulatory Guidance	1237
Applicable Valuation Standards	1238
Applicable Valuation Standards Compensation Elements	1238 1239
Applicable Valuation Standards Compensation Elements Sources of Data	1238 1239 1243
Applicable Valuation Standards Compensation Elements Sources of Data Documentation	1238 1239 1243 1244
Applicable Valuation Standards Compensation Elements Sources of Data	1238 1239 1243
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30	1238 1239 1243 1244 1244
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations	1238 1239 1243 1244 1244
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations Introduction	1238 1239 1243 1244 1244 1245
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations Introduction Construction	1238 1239 1243 1244 1244
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations Introduction	1238 1239 1243 1244 1244 1245
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations Introduction Construction	1238 1239 1243 1244 1244 1245 1245
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations Introduction Construction Oil and Gas Exploration and Production Valuations	1238 1239 1243 1244 1244 1245 1245 1245 1258
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations Introduction Construction Oil and Gas Exploration and Production Valuations Restaurants	1238 1239 1243 1244 1244 1245 1245 1245 1258 1271
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations Introduction Construction Oil and Gas Exploration and Production Valuations Restaurants Bars and Nightclubs	1238 1239 1243 1244 1244 1245 1245 1245 1258 1271
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations Introduction Construction Oil and Gas Exploration and Production Valuations Restaurants Bars and Nightclubs Addendum 1—An Interview with a Business Broker-Valuator CHAPTER 31	1238 1239 1243 1244 1244 1245 1245 1245 1258 1271 1289
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations Introduction Construction Oil and Gas Exploration and Production Valuations Restaurants Bars and Nightclubs Addendum 1—An Interview with a Business Broker-Valuator	1238 1239 1243 1244 1244 1245 1245 1245 1258 1271 1289
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations Introduction Construction Oil and Gas Exploration and Production Valuations Restaurants Bars and Nightclubs Addendum 1—An Interview with a Business Broker-Valuator CHAPTER 31	1238 1239 1243 1244 1244 1245 1245 1245 1258 1271 1289 1296
Applicable Valuation Standards Compensation Elements Sources of Data Documentation Conclusion CHAPTER 30 Special Industry Valuations Introduction Construction Oil and Gas Exploration and Production Valuations Restaurants Bars and Nightclubs Addendum 1—An Interview with a Business Broker-Valuator CHAPTER 31 Buy-Sell Agreements	1238 1239 1243 1244 1244 1245 1245 1245 1258 1271 1289

Contents XV

Reviewing a Buy-Sell Agreement	1310
The Valuation Process	1313
Impacts on Value	1323
Estate Tax Considerations	1327
Considerations in Divorce	1333
Conclusion	1333
CHAPTER 32	
Valuation Views and Controversial Issues: an Illustration	1335
Understanding with the Client and Scope of Work	1339
Executive Summary	1343
History and Nature of Business	1343
General Economic and Industry Outlook	1349
Book Value and Financial Position	1358
Projections	1363
Approaches to Value	1371
Income Approach	1373
Cost of Capital	1390
Market Approach	1406
Guideline Public Company Method	1406
Guideline Company Transactions Method	1425
Reconciliation of Valuation Methods	1430
Conclusion of Value	1431
Appendix A—Assumptions and Limiting Conditions	1433
Appendix B—Valuation Representation/Certification	1437
Appendix C—Professional Qualifications of the Appraiser	1438
Appendix D—Other Sources Consulted	1439
Appendix E—Exhibits	1439
Appendix F—Additional Information from Mercer Capital's	
National Economic Review	1439
Endnotes	1449
About the Website	1453
Index	1457