

Transaction Sheet

Purchase Target Company

May 01, 2017

Type of Transaction:
Reference Point for projections (Effective Date):

Target Company Name:

Acquisition of Mfg Company

Close of Transaction

Sources and Uses of Transaction Funds:

See Transaction Deal Structure for Detail of Transaction Funds		Mfg Company		Notes
	100% Equity Acquisition	\$	26,578,612	
Sellers Statement				
Sellers Value (from close of sale)				% of Total Sellers Value
Cash to Seller		\$	21,500,000	81.13%
Less Cash Required to Match Capital Account Contribution in Transaction Company		\$	-	
Cash Re-Invested in Transaction Company		\$	-	
Cash Re-Invested in Transaction Company Equity Note		\$	-	
Note(s) to Seller (Does not include Performance Earn Out Note)		\$	5,000,000	18.87% See Step 6 - Seller Debt Inputs
Value of Debt Assumed (Accounts Payable & Other Debt)		\$	-	
Sellers Value (from close of sale)				
		Total Seller Value from Close of Sale (10)	\$ 26,500,000	100.00%
		Predicted Estimate of Performance Earn Out Note Value	\$ 78,612	See Performance Earn Out Detail
		Total Seller Sale Value	\$ 26,578,612	
			\$ -	
Total Sellers Value for Entire Deal		Total Seller Value	\$ 26,578,612	
Buyers Statement				
Use of Funds				
Total Due Seller from Buyer at close of Sale	(10)	\$	26,500,000	
Transaction Expense, Due Diligence Expense & Professional Fees		\$	250,000	See Deal Structure (5)-CapitalizedAsset
Post Closing Beginning Cash		\$	1,000,000	See Deal Structure (6)
Additional Capital Contribution Required by Buyer		\$	-	
Total Transaction Use of Funds (Transaction Value)		(11)	\$ 27,750,000	
Source of Funds				
				% of Total Source of Funds
Senior Debt on Inventory, Accounts Receivable, Property, Plant & Equipment & Accounts Payable Debt		\$	-	
Sub Debt		\$	8,000,000	28.83% See Deal Structure (4)
Note to Seller		\$	5,000,000	18.02% See Deal Structure (4)
Other Transaction Debt Assumed/Incurred		\$	-	
Other Debt		\$	-	
Equity Contribution-Cash and Cash as Equity Notes		\$	14,750,000	53.15% See Deal Structure (8)
Additional Funds Required (Paid out) to Equity Owners (See Transaction Sheet Deal Structure)		\$	-	
Total Transaction Source of Funds			\$ 27,750,000	100.00%
OK				
Buyers Value				
		Initial		
		Beginning Values	Write Off %	Net Buyers Value
Target Company		See Deal Structure - Step 5 for detail of Target Company Inputs		
Accounts Receivable Value		\$ -	0.00%	\$ -
Inventory Value		\$ 3,750,000	0.00%	\$ 3,750,000
Other Current Assets Value		\$ -	0.00%	\$ -
Value of acquired Notes Receivable		\$ -		\$ -
Value of acquired Equipment		\$ -	0.00%	\$ -
Value of acquired Buildings/Improvements		\$ -	0.00%	\$ -
Value of acquired Real Estate		\$ -	0.00%	\$ -
Value of acquired Other LT Assets		\$ -	0.00%	\$ -
Total Acquisition Value of Target Company		(12)	\$ 3,750,000	
Existing Company				
		\$	-	
Less General Write Off of Existing Company Assets:				
		Write Off %		
Accounts Receivable Value		0.00%	\$ -	
Inventory Value		0.00%	\$ -	
Other Current Assets		0.00%	\$ -	
Equipment		0.00%	\$ -	
Buildings/Improvements		0.00%	\$ -	
Real Estate		0.00%	\$ -	
Other LT Assets		0.00%	\$ -	
		(13)	\$ -	
Added Post Closing Beginning Cash				
		(14)	\$ 1,000,000	
Total Hard Assets Acquired		(12)+(13)+(14) = (15)	\$ 4,750,000	
Goodwill Calculation:				
Goodwill: Amount paid over value of hard assets		See Deal structure (9)-(11)-(12) = (16)	\$ 22,750,000	
Capitalized Transaction Fees		See Deal Structure (5)	\$ 250,000	
Total Goodwill & Capitalized Transaction Fees		(17)	\$ 23,000,000	
			\$ -	
Total Buyers Value		(15)+(17) = (19)	\$ 27,750,000	
			\$ -	
		See Deal Structure (9)	\$ -	
Close of Transaction Buyers Balance Check		OK		
			\$ -	