

Transaction Sheet

Type of Transaction: Existing Company Purchases Target Company
Reference Point for projections (Effective Date): April 15, 2017
Target Company Name: Acquisition of ABC Corp

Close of Transaction

Sources and Uses of Transaction Funds:

See Transaction Deal Structure for Detail of Transaction Funds		ABC Corp		Notes	
100% Equity Acquisition		\$ 206,000,000			
Sellers Statement					
Sellers Value (from close of sale)		% of Total Sellers Value			
Cash to Seller		\$ 165,713,910	80.44%		
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)		\$ 40,000,000	19.42%	See Step 6 - Seller Debt Inputs	
Value of Debt Assumed (Accounts Payable & Other Debt)		\$ 286,090	0.14%	See Deal Structure (4)	
Sellers Value (from close of sale)	Total Seller Value from Close of Sale (10)	\$ 206,000,000	100.00%		
		\$ -			
	Total Seller Sale Value	\$ 206,000,000			
	Value of Seller retained Assets	\$ 5,000,000		See Step 4-Purchase Price Detail	
Total Sellers Value for Entire Deal	Total Seller Value	\$ 211,000,000			
Buyers Statement					
Use of Funds					
Total Due Seller from Buyer at close of Sale	(10)	\$ 206,000,000			
Transaction Expense, Due Diligence Expense & Professional Fees		\$ 8,320,717		See Deal Structure (5)-CapitalizedAsset	
Post Closing Beginning Cash		\$ 5,100,000		See Deal Structure (6)	
Additional Capital Contribution Required by Buyer		\$ -			
Total Transaction Use of Funds (Transaction Value)	(11)	\$ 219,420,717			
Source of Funds		% of Total Source of Funds			
Senior Debt on Inventory, Accounts Receivable, Property, Plant & Equipment & Accounts Payable Debt		\$ 96,280,158	43.88%	See Deal Structure (4)	
Sub Debt		\$ 23,500,000	10.71%	See Deal Structure (4)	
Note to Seller		\$ 40,000,000	18.23%	See Deal Structure (4)	
Other Transaction Debt Assumed/Incurred		\$ 375,000	0.17%	See Deal Structure (4)	
Other Debt		\$ 1,200,000	0.55%	See Deal Structure (4)	
Equity Contribution-Cash and Cash as Equity Notes		\$ 55,984,799	25.51%	See Deal Structure (8)	
Additional Funds Required (Paid out) to Equity Owners (See Transaction Sheet Deal Structure)		\$ 2,080,760	0.95%	See Deal Structure (9)	
Total Transaction Source of Funds		\$ 219,420,717	100.00%		
			OK		
Buyers Value		Initial			
Target Company	Beginning Values	Write Off %	Net Buyers Value		
Accounts Receivable Value	See Deal Structure - Step 5 for detail of Target Company Inputs				
Inventory Value	\$ 3,236,064	1.31%	\$ 3,193,514		
Other Current Assets Value	\$ 134,012,100	11.00%	\$ 119,270,769		
Value of acquired Notes Receivable	\$ 100,000	12.00%	\$ 88,000		
Value of acquired Equipment	\$ 24,200,000		\$ 24,200,000		
Value of acquired Buildings/Improvements	\$ 2,500,000	11.00%	\$ 2,225,000		
Value of acquired Real Estate	\$ 5,000,000	14.00%	\$ 4,300,000		
Value of acquired Other LT Assets	\$ 15,000,000	15.00%	\$ 12,750,000		
Total Acquisition Value of Target Company	\$ 600,000	16.00%	\$ 504,000		
	(12)	\$ 166,531,283			
Existing Company					
		\$ -			
Less General Write Off of Existing Company Assets:		See Existing Company Asset Inputs - Step 5 for detail of Inputs			
		Write Off %			
Accounts Receivable Value		5.00%	\$ (276,325)		
Inventory Value		16.97%	\$ (1,296,635)		
Other Current Assets		17.00%	\$ (32,300)		
Equipment		18.00%	\$ (1,710,000)		
Buildings/Improvements		19.00%	\$ (8,360,000)		
Real Estate		20.00%	\$ (11,080,000)		
Other LT Assets		21.00%	\$ (39,900)		
Total Existing Company Adjustments:	(13)	\$ (22,795,160)			
Added Post Closing Beginning Cash					
	(14)	\$ 5,100,000			
Total Hard Assets Acquired	(12)+(13)+(14) = (15)	\$ 148,836,123			
Goodwill Calculation:					
Goodwill: Amount paid over value of hard assets	See Deal structure (9)-(11)-(12) = (16)	\$ 62,263,877			
Capitalized Transaction Fees	See Deal Structure (5)	\$ 8,320,717			
Total Goodwill & Capitalized Transaction Fees	(17)	\$ 70,584,594			
		\$ -			
Total Buyers Value	(15)+(17) = (19)	\$ 219,420,717			
		\$ -			
Amount Due from Buyer to Complete Transaction					
	See Deal Structure (9)	\$ 2,080,760			
	Close of Transaction Buyers Balance Check	OK			
		\$ (0)			