Index

A
Absorption, real estate concept, 324
Accountants:
“Prohibited Activities,” 40
American Institute of Certified Public
Accountants. See American Institute of
Certified Public Accountants (AICPA)
audit and valuation services, 40, 161,
268
fair value and GAAP, 13
outside accountant, 161
professional designations, 56
Accounting. See also Financial
Accounting Standards Board (FASB); Generally Accepted
Accounting Principles (GAAP)
cash-basis to accrual-basis,
adjustments, 136
fair value, 2, 7, 12
Accounting Standards Codification
(ASC) 805, 16
Accredited by IBA (AIBA), 51
Accrual-basis accounting, adjusting
cash-basis financial statements to,
136
Acquiescence, 61
Acquisition. See Guideline transaction
(merger and acquisition) method
Activity ratios (asset utilization ratios),
142–143
Adams v. Commissioner, 103
Adjusted net asset value method,
243–244
Adjustments to financial statements:
assets, excess/deficiencies, 135
cash-basis to accrual-basis, 136
categories of, 133–134, 139
collateral adjustments, 120
contingent assets and liabilities,
135–136
controlling adjustments, 137–138
for events subsequent to valuation
date. See Subsequent events
to financial statements assets, 135
generally, 139
industry adjustment, build-up model,
174
management compensation, 152–153,
158
nonoperating and operating items,
separating, 134–135
normalizing, 136–137
periodic adjustments, 120–121
risk adjustment, company-specific,
174
summary, 133–134
transfer pricing valuations, 120–121
Administrative regulations, tax law and,
60–61
Admissibility of evidence:
generally, 33–34
limitations to, 35–36
Ad valorem customs duties, 125
Advance Pricing Agreement (APA), 122
Advisory Tax Board (ATB), 8
Advocacy, expert witnesses, 29
Agreement on Implementation of Article
VII of the General Agreement on
Tariffs and Trade (“Customs
Valuation Agreement”), 125
Agreements, value definitions and, 6
AIBA. See Accredited by IBA (AIBA)
AICPA. See American Institute of
Certified Public Accountants
(AICPA)
AIMR. See Association for Investment
Management and Research (AIMR)
American Institute of Certified Public Accountants (AICPA): accreditation criteria, 50 contact information, 56 fair value definition and, 423 training/education, 38 American legal system, structure of, 59 American Society of Appraisers: accreditation criteria, 50 Business Valuation Standards, 213, 405–407 contact information, 56 American Stock Exchange, 373 APA. See Advance Pricing Agreement (APA) Appeals: audits and, 68 Court of Appeals (see Court of Appeals) Court of Federal Claims (see Court of Federal Claims) presumption of correctness, 68 Appellate conferee, 68 Appellate conference, 32 Appellate review, 64–66 Apportionment: assists and, 129 intellectual property and, 118 Appraisal(s). See also Reports discussion of in report, 416 effective date of, 413 hypothetical, 417 property identification, 413 S corporations, 110 Appraiser(s): certification of, 416 as expert, 30–31 (see also Experts) named in report, 416 (see also Experts) qualifications of, 417 qualified appraisers, 30–31 significant involvement in appraisal process, 414 Approaches to valuation: asset-based (see Asset-based approach) income method (see Income approach) market approach (see Market approach) weighting of approaches (see Weighting of valuation approaches) Arm’s length sale of property, 9, 212 Arm’s length standard, transfer pricing, 115, 116, 126 ASC. See Accounting Standards Codification (ASC) 805 Aschwald, Kathryn, 289 Assemblage of assets, 17–18 Asset-based approach: adjusted net asset value method, 243–244, 245 excess earnings method (formula approach), 244, 246–248 generally, 248 goodwill, 244, 247 holding companies, 243, 343, 347 hybrid method, 244 questions to ask expert, 438 reasonableness check, 246 summary, 243 Assets: assemblage of, 17 contingent, 135–136 deficiencies, 135 excess, 135 nonoperating and operating items, separating, 134–135 Asset utilization ratios (activity ratios), 142–143 Assists, customs valuation, 129 Association for Investment Management and Research (AIMR), 57 Attorneys: buy-sell agreement and, 93 contingent assets and liabilities, 161 costs/fees, 85, 331 expert witnesses, providing assistance to, 29, 32, 40–43 in hypothetical dialogue, 45 opinion letters and, 61 written reports and, 34 Audit(s): appeals and, 68 IRS audit process, 98
Index

presumption of correctness, 68
Sarbanes-Oxley Act and, 40
TAMs and, 350
transfer pricing and, 122

B
Bajaj, Mukesh, 292, 294
Balance sheets, common size statements, 147
Band of investment theory, 177. See also Weighted Average Cost of Capital (WACC)
Bankruptcy courts, 64
Basis, 105
Best Websites for Financial Professionals, Business Appraisers, and Accountants 2nd ed., 150
Beta, 175, 182
Beyond a reasonable doubt, 70
Bias:
  expert witnesses, 39
  selection bias, 292–293
Bibliography:
  for discount for lack of marketability, 320
  for industry/economic analysis, 153–155
BIZCOMPS®, 199, 204, 451
Black-Scholes model:
  Chaffee Study and, 308
  for foreign currency option trades, 432
  “golden parachute” options, 423
  leeway within, 425–426
  option as gift, 423
  prevalence of, 430
  variation, 421
Blockage, 276, 324–330
Blocking control, 272
Block Study, 303–304
Board of Tax Appeals, 8
Breakup value, 264
Build-up model:
  company-specific risk adjustment, 174
  comparison with CAPM, 175
  elements of, 173
  equity risk premium, 173
  industry adjustment, 174
  risk-free rate, 173
  size premium, 174
Burden of persuasion, 67, 69, 70
Burden of production, 67, 69, 70
Burden of proof:
  audits and appeals, 68
  beyond a reasonable doubt, 70
  burden of persuasion, 70
  burden of production, 70
  clear and convincing evidence, 72
  concept of, 69–70
  deficiency notice, 69, 72, 73
  exceptions for taxpayer’s burden, 71–75
  generally, 67–68
  presumption of correctness, 68–69
  shifting the burden, 72–75
  taxpayer’s burden, 71
Business appraisal reports. See Reports
Business broker method, market approach, 206
Business description, 415
Business entities. See Entity type
Business Reference Guide (West), 214
Business risk ratio, 146–147
Business Valuation Handbook (Desmond and Kelley), 385
Business valuation professional designations, 56
Business valuation reports. See Reports
Business Valuator Accredited for Litigation (BVAL), 52
Buy-sell agreements:
  market approach, 215–216
  value definitions and, 6
BVAL. See Business Valuator Accredited for Litigation (BVAL)
BVMarketData, 199, 204, 220, 287, 292, 295, 300
BVS-VIII Comprehensive Written Business Valuation Report(C), 405–407

C
CA-CBV, 55
Canadian Institute of Chartered Business Valuators, The (CICBV), 55, 57

Capital Asset Pricing Model (CAPM): build-up model compared, 175
capitalization rates, estimating, 176
in case law, 179–185
generally, 175–176
leverage ratios and, 145

Capital gains:
adjusted net asset value method and, 244
shareholders and, 89
step-up in basis and, 105
tax implications, 334
trapped-in capital gains discount (see Trapped-in capital gains discount)

Capitalization method:
constant growth or decline assumption (Gordon Growth Model), 167–168
(see also Gordon Growth Model)
constant level assumptions, 167
definitions, 166
generally, 166
midyear convention, 177

Capitalization rates:
income approach, 176, 436–437
Revenue Rulings (Rev. Rul.), 59-60, 357

CAPM. See Capital Asset Pricing Model (CAPM)

Carryover basis, 105

Case law:
control premiums, 276–278
courts, 5
discount for contingent liabilities, 268–269
discount for lack of control, 102, 276–278, 318
discount for lack of marketability, 309–319
fractional interests in property, discount for, 331–332
income approach, 179–185
key person discount, 259–263
landmark cases, goodwill, 335–338
minority discounts, 276–278
portfolio discount, 265–267
value definitions, 4–5
Cash-basis accounting, adjusting to accrual-basis, 136
CBA. See Certified Business Appraiser (CBA)

C corporations:
in comparison chart, 94
generally, 86–87
minority valuation models and, 107
and S corporations (see S corporations)
taxation and, 89

Certification:
discussion of in report, 416
generally, 28, 404–405
professional organizations, 49–57
Standards Rule 10-3 and, 402, 403, 404

Certified Business Appraiser (CBA), 51
Certified Forensic Financial Analyst (CFFA), 54
Certified Valuation Analyst (CVA), 54
CFA. See Chartered Financial Analyst (CFA)
CFA Institute, 57
CFFA. See Certified Forensic Financial Analyst (CFFA)
CFR. See Code of Federal Regulations (CFR)

Change hands, meaning of, 10

Charitable contributions:
date of report, 413
effective date of appraisal, 413
income tax deduction, 365
need for appraisal, 43
valuation date, 20

Chartered Financial Analyst (CFA), 49

CICBV. See Canadian Institute of Chartered Business Valuators, The (CICBV)

Circuit courts, 59

Clear and convincing evidence, 70, 72

Client, named in report, 414

Closely-held businesses. See also S corporations

See also Treasury Regulations
Index

Code section. See Internal Revenue Code
Coefficient of variation, 146
Commissioner of Internal Revenue Service as defendant in U.S. Tax Court, 62
Common size statements, 147
Company-specific risk adjustment in the income approach, 174
Comparable companies, market approach, 204
Comparable profits method, intellectual property valuation, 117–118
Comparable sales method, 196. See also Market approach
Comparable uncontrolled transaction method, intellectual property valuation, 116–117
Comparable uncontrolled transactions (CUT) method, 184
Comparative financial statement analysis:
activity ratios (asset utilization ratios), 142–143
business risk ratio, 146
common size statements, 147
degree of operating leverage, 146–147
financial risk ratio, 147
generally, 148
leverage ratios, 144–145
liquidity ratios, 145–146
performance ratios, 143–144
return-on-investment ratios, 144
value conclusion and, 147
Compensation:
control adjustment for, 138
excess, 274
key person discount and, 258
management compensation information, 152–153, 158
sources, 158
stock options as, 422, 423, 424, 425, 426, 427–430, 432–433
Compulsion to buy or sell:
fair market value and, 4, 7, 8, 9
meaning of, 11
Rev. Rul. 59–60 and, 99
Computed value formula, 128
Conclusion of value:
cohesiveness and, 418
discussion of in report, 416–417
external conditions and, 436
financial statement analysis and, 147
generally, 416–417
sources of information and, 415
Conforming adjustments, 120
Conglomerate companies:
breakups of, 265
stocks of, 264–265
Constitutional law, 59
Contingent and limiting conditions, 417
Contingent assets, 135–136
Contingent liabilities:
discount for (see Discount for contingent liabilities)
financial statement adjustments, 135–136
Contracts, value definitions and, 6
Contradictory prior testimony, 439
Controlled transactions and transfer pricing. See Transfer pricing
Controlling interests:
asset-based approach and, 243
case law, 103
controlling adjustments and, 137–138
case law, 276, 278
generally, 271–273
introduction to, 280–281
measuring, 274–275
questions to ask expert, 439
S corporations, 108–109, 110–111
(see also S corporations)
valuation multiples and, 209
WACC and, 177
Controlling interest value, 243, 244
Control premiums:
case law, 276, 278
generally, 271–273
introduction to, 280–281
measuring, 274–275
questions to ask expert, 439
Corporations, 86–87, 88–89. See also C corporations; S corporations
Correlative adjustments, 120
Cost of equity, 164, 179, 180, 187
Cost sharing arrangement (CSA), 183
Court-appointed experts, 46–47
Court of Appeals, 63, 73, 85, 100, 244, 251, 253, 254, 276, 277, 315
Court of Federal Claims:
appeals from, 59
court-appointed experts, 46
federal court system, 5
generally, 63–64
tax litigation and, 62
valuation date, 20
Court of International Trade, 59
Courts. See also Tax Court
bankruptcy, 64
and case law, 5 (see also Case law)
circuit courts, 59
court-appointed experts, 46–47
Court of Appeals, 63
district courts, 59, 63
generally, 58, 66
legal system, structure of, 59
tax law (see Tax law)
tax litigation (see Tax litigation)
U.S. Court of Federal Claims (see Court of Federal Claims)
Credentials. See Professional organizations
Credibility of expert witnesses, 29, 38–39, 159, 413–414
Crimm, Nina, 30–31
CSA. See Cost sharing arrangement (CSA)
Currency conversion, 130
Customs valuation:
assists, 129
computed value, 128
currency conversion, 130
deductive value, 127–128
derived value, 128–129
IRS and, 131
methods, generally, 125–126, 132
related-party pricing transactions, 130–131
resale price after importation, 125
royalties and license fees, 129
summary, 124–125
transaction value, generally, 126–127
transaction value, identical/similar merchandise, 127
Customs Valuation Agreement
(Agreement on Implementation of Article VII of the General Agreement on Tariffs and Trade), 125
CUT. See Comparable uncontrolled transactions (CUT) method
CVA. See Certified Valuation Analyst (CVA)

D
Dallas v. Commissioner, 103–104
Databases:
for discount for lack of marketability, 297–300, 452
for mergers and acquisitions, 451–452
Mergerstat Review, 274
restricted stock studies and, 286–288
Date of valuation:
discussion of in report, 413–414
fair market value and, 8, 9, 19
forecasts and, 187, 217
generally, 20–21
Gordon Growth Model and, 168, 178
and income not specified, 247
post-death factors and, 24–25
relevance and, 26
subsequent events and, 19, 21, 25, 26, 27
value of equity and, 191
Daubert factors, 36, 37
DCF. See Discounted cash flow method (DCF)
Deficiency notice, 69, 72, 73
Defining value, sources for:
case law (see Case law)
contracts and agreements, 6
professional associations, 7
Revenue Rulings/pronouncements (see Revenue Procedures (Rev. Proc.); Revenue Rulings (Rev. Rul.))
statutes, 3–4
treasury regulations (see Treasury Regulations)
De Franco, Gavious, Jin, and Richardson Study, 302–303
Degree of operating leverage ratio, 146–147
Department of Commerce, Sources of Income, 152
Department of the Treasury. See U.S. Department of the Treasury
Derivatives. See Options
Derived value, customs valuation, 128–129
Desmond, Glenn, 214, 385
Discounted cash flow method (DCF), 181
Discount for contingent liabilities: case law, 268–269
financial statement adjustments and, 135–136
generally, 268
quantifying, use of FAS No. 5, 268
Discount for lack of control (DLOC): case law, 102, 276–278, 318
generally, 106, 108
put premiums and, 306
Discount for lack of marketability (DLOM): benchmark for marketability, 281–282
bibliography, 320
case law, 309–319
cash in three days as benchmark, 281–282
for controlling interests, 300–305
for methodology, see Build-up model; Capital Asset Pricing Model (CAPM)
descriptions, see Build-up model; Capital Asset Pricing Model (CAPM)
discussion of in report, 416
discounts, see Minority discounts
entity-level, see Entity-level discounts
for controlling interests, 297–300
generally, 106, 108, 319
liquidity, importance to investors, 282–283
magnitude of discount, factors affecting, 294–297
marketability, defined, 281
marketability, degrees of, 283
option pricing as indicator of, 305–309
pre-IPO studies, 290–294
questions to ask expert, 439
restricted stock studies, use of in quantifying discount, 283–290
Discounting method. See also Income approach
capitalization factors, 171
description of, 168–169
discount rate (see Discount rate)
for equity (see Build-up model; Capital Asset Pricing Model (CAPM))
example, 170
generally, 166
Gordon Growth Model (see Gordon Growth Model)
terminal value in, 169–170
Discounting model, midyear convention in, 177–178
Discount rate: equity returns and, 173
questions to ask expert, 436–437
Discounts: blockage discount, 276, 324–330
for contingent liabilities (see Discount for lack of control (DLOC))
discussion of in report, 416
entity-level (see Entity-level discounts)
key person (see Key person discount)
lack of control (see Discount for lack of control (DLOC))
lack of marketability (see Discount for lack of marketability (DLOM))
minority (see Minority discounts)
portfolio (see Portfolio (nonhomogeneous assets) discount)
private company discount (PCD), 301, 302, 303, 304, 305
shareholder level (see Shareholder-level discounts)
trapped-in capital gains (see Trapped-in capital gains discount)
Discretionary earnings, 202
Discretionary sanctions. See Sanctions
District courts: federal court system, 63
generally, 59
Dividend Discount Model (DDM). See Gordon Growth Model
Dividends, stock options as, 430–431
Division Opinions, Tax Court, 62
DLOC. See Discount for lack of control (DLOC)
DLOM. See Discount for lack of marketability (DLOM)
Double taxation, 89
Duff & Phelps, Risk Premium Report, 174

E
EBIT. See Enterprise value to earnings before interest and taxes (EBIT)
EBITDA. See Enterprise value to earnings before interest, taxes, depreciation, and amortization (EBITDA)
Economic analysis:
  bibliography, 153–155
  generally, 153
  international, 150
  management compensation sources, 158
  national, 150–151
  objective of, 150
  as part of report, 415
  questions to ask expert, 436
  regional and local, 151, 155
  sources of information, 153–158
Economic Analysis of Law (Posner), 70
Economic benefits, preferred measure of, 164
Effective date:
  of appraisal, 413
  revenue procedure, 390, 393
Employee Retirement Income Security Act of 1974, 3
Employee stock ownership plans (ESOPs), 31, 283
Enterprise value to earnings before interest, taxes, depreciation, and amortization (EBITDA), 146, 263, 304
Enterprise value to earnings before interest and taxes (EBIT), 304
Entity-level discounts:
  contingent liabilities, discount for, 267–269
  entity type and, 94–95
  generally, 94–95, 249–250, 269–270
  key person discount, 256–263
  portfolio (nonhomogeneous assets) discount, 263–267
  questions to ask expert, 438–439
  shareholder-level discounts and, 271, 278
  summary, 249–250
  trapped-in capital gains discount, 250–256
Entity type:
  C corporations (see C corporations)
  corporations, 88–89
  differences among entities, 94
  generally, 86–88, 97
  general partnerships, 89
  jurisdiction, choice of, 95–96
  limited liability company, 91
  limited partnerships, 89–91
  S corporations (see S corporations)
  sole proprietorships, 87, 91
  tax classifications and, 91–92
  valuation considerations, 92–94
Equity returns:
  build-up model, 173
  company-specific risk adjustment, 174
  equity risk premium, 173
  generally, 172–173
  industry adjustment, 174
  risk-free rate, 173
  size premium, 174
ESOPs. See Employee stock ownership plans (ESOPs)
Estate and gift tax:
  buy-sell agreements and, 215–216
  case law, 259–262
  effective date of appraisal, 413
Estate Tax Regulations:
  section 20.2031-1(b), fair market value, 266, 351, 396
  section 20.2031-2(e), blockage discounts, 324
Evidence:
  admissibility of, 33–36
  burden of proof (see Burden of proof)
  expert witnesses (see Experts)
  hearsay, 35
  relevance (see Relevance)
  spoliation of, 42
Excess earnings method (formula approach):
applying, steps in, 244, 246
example of, 246
generally, 244
goodwill, 244, 247
as hybrid method, 163, 244
problems with, 247–248
reasonableness check for, 246
Excess returns, 175
Experts:
admissibility, limitations to, 35–36
admissibility of evidence underlying opinions, 33–34
appraisers, 30–31
assistance to court, 39
attorney’s role, 40–43
business valuation litigation, 32–33
conditions, effective use of, 29
court-appointed, 46–47
credibility of, 29, 38–39, 159, 413–414
fair market value and, 99
generally, 28–29, 48
hearsay, 35
proving business value, 29–30
qualifications of, 29, 38, 43, 434–435
questions to ask (see Questions to ask experts)
reliability of, 36–38
roles of, 32
testimony (see Testimony, expert witnesses)
thresholds for, minimum, 38–39
types of, 31–32
unbiased, 39
F
Fair market value (FMV):
date of valuation, 8, 9, 19
definitions, 1–2, 7
determining, generally, 9–12
fair value compared, 14
historical background, 7–8
“readily ascertainable,” 426–427
S corporation valuation, 110 (see also S corporations)
subsequent events, effect of (see Subsequent events)
valuation approaches (see Asset-based approach; Income approach; Market approach)
Fair value:
definitions, 2
fair market value compared, 14
GAAP, 2, 13–14
recent developments in, 14–15
Revised Model Business Corporation Act definition, 12
state law, 12–13
use of term, 12
Family limited partnerships (FLPs), 94–95
Family-owned businesses:
non-publicly traded options and, 423
Rev. Rul. 93-12, 6, 349, 381–383
Fannon, Nancy J., 109
FASA. See Fellow of American Society of Appraisers (FASA)
FASB. See Financial Accounting Standards Board (FASB)
FASB ASC, 16
FCBV. See Fellow of the Canadian Institute of Chartered Business Valuators (FCBV)
Federal Circuit:
adjustments to valuation, 24–25
no geographic boundaries, 59
Federal courts. See Courts
Federal law. See also Internal Revenue Code; Tax law
regulations, generally, 59
and state law, 58
state law, conflict with, 59
statutes, generally, 59
U.S. Constitution, 59
Federal Rules of Civil Procedure (FRCP)
Rule 26(a)(2)(B), disclosure of experts, 40–42
Federal Rules of Evidence (FRE):
“expert” valuation status, 28
expert witnesses, 28–29
Rule 401, relevance, 23–24, 25–26
Rule 702, expert testimony, 33–34
Federal Rules of Evidence (Continued)
Rule 703, expert testimony, bases of opinion, 34, 35
Rule 705, scope of expert testimony, 35
Rule 706, court-appointed experts, 46–47
Rule 801(c), hearsay, 35
Fellow of American Society of Appraisers (FASA), 51
Fellow of the Canadian Institute of Chartered Business Valuators (FCBV), 55
FIFO. See First in, First out (FIFO) inventory accounting methods
Financial Accounting Standards Board (FASB):
  fair value defined, 2
  FASB ASC, 16
  Generally Accepted Accounting Principles (GAAP)
inactive market and, 15
SFAS 141R “Business Combinations,” 15–16
Statements of Financial Accounting Standards (SFAS)
Financial analysis, 415–416
Financial risk ratio, 147
Financial statements, adjustments to:
  adjustments to assets, 135
  cash-basis to accrual-basis, 136
  categories of, 133–134
  contingent assets and liabilities, 135–136
  controlling adjustments, 137–138
  excess assets/asset deficiencies, 135
  generally, 133–134, 139
  nonoperating and operating items, separating, 134–135
  normalizing adjustments, 136–137
  questions to ask expert, 435–436
Financial statements, analysis of:
  activity ratios (asset utilization ratios), 142–143
  business risk ratios, 146
  common size statements, 147
  comparable ratio analysis, 142–147
  degree of operating leverage, 146–147
  financial risk ratios, 147
  generally, 140, 148
  growth prospect assessment, 141–142
  leverage ratios, 144–145
  liquidity ratios, 145–146
  objective of, 140–141
  performance ratios, 143–144
  questions to ask expert, 435–436
  return-on-investment ratios, 144
  risk assessment, 141
  value conclusion and, 147
Financial statistics, comparative industry, 152
First in, First out (FIFO) inventory accounting methods
FLPs. See Family limited partnerships (FLPs)
FMV. See Fair market value (FMV)
FMV Restricted Stock Study, 286, 297–300
Forced liquidation, 18
Form of entity. See Entity type
Fractional interests in property, discount for. See Undivided fractional interests in property, discount for:
Fraud:
  generally, 83–84
  with intent to evade tax, burden of proof, 71–72
  penalties for, 76, 82

G
GAAP. See Generally Accepted Accounting Principles (GAAP)
Generally Accepted Accounting Principles (GAAP):
  assists and, 129
  case law, 15
  fair market value, fair value and, 14
  fair value, 2, 12, 13–14
  as FASB’s standards, 7
  normalizing adjustments and, 136, 137
SFAS 141R and, 15, 16
General partnerships. See Partnerships
Index

General penalties. See Penalties
General Utilities doctrine, 250–251
Gifts:
  estate and gift tax, 215–216, 413
  of stock options, 432–433
Glossary of business and valuation terms, 441–446
Going concern, value as, 17, 216
“Golden parachute” options, 423
Goodwill, asset-based approach and, 244, 247
Goodwill, personal vs. enterprise:
  definitions of goodwill, 334
  generally, 244, 247, 333, 342
  indications of goodwill type, 334–335
  landmark cases, 335–338
  personal goodwill appraisal report, 339–342
  tax implications, 334
Gordon Growth Model:
  constant growth or decline assumption, 167–168
  discounted cash flow calculation, 170
  formula, 168
  midyear convention and, 177–178
  terminal value, estimating, 176
Grabowski, Roger J., 99, 108, 109
Grabowski model, 107
Gross v. Commissioner, 98–99, 100–101
Guideline companies:
  guideline transaction method and, 197–202
  market approach and, 225–235, 236
  number of, 202–204
  search for, documenting, 206
  selection of, 204–205
Guideline publicly traded company method. See Guideline companies
Guideline transaction (merger and acquisition) method, 197–202

Handbook of Small Business Valuation Formulas and Rules of Thumb
(Desmond), 214
Hearsay. See Evidence
Heck v. Commissioner, 102–103
Holding companies:
  asset approach, 243, 343, 347
  LLCs and, 95
  minority discounts for, 275
  REITs and, 265
Hybrid method. See Excess earnings method (formula approach)
Hypothetical appraisals, 417
I
Ibbotson Associates, 174, 180–181, 182, 184. See also Morningstar
Illiquidity, 282–283
Imports. See Customs valuation
Income approach:
  capitalization rate (see Income approach, capitalization method)
  case law, 179–185
  discounting method (see Income approach, discounting method)
  discounting method and, 168–171
  equity returns (see Equity returns)
  expected returns, projected, 172
  generally, 162–164, 185
  methods, generally, 164–165, 185
  midyear convention, 177–178
  net cash flow and, 164–165
  projections used in, 438
  questions to ask expert, 436–437, 438
  sensitivity analysis, 172
  Weighted Average Cost of Capital (WACC) and, 176–177
  weighting of approaches, 343, 345, 346, 347
Income approach, capitalization method:
  constant growth or decline assumption, 167–168 (see also Gordon Growth Model)
  constant level assumptions, 167
  vs. discounting, 166
  generally, 166

H
Hall, Lance, 290
Hanan, Martin, 292
Income approach, discounting method: vs. capitalizing, 166
example of, 170–171
generally, 168–169
terminal value, 169–170
Income approach, illustration of:
balance sheets, adjusted, 188
balance sheets, forecast of, 190
compaby description, 186
cost of equity computation, 192
discounting net cash flow to invested capital, 190, 191, 192–193
discount rate, estimating, 187
equity value and, 193–194
financial statements/forecasts, 186–187
income statements, adjusted, 189
income statements, forecast of, 190
net cash flow to invested capital, 191
opinion of value, 193, 194
stockholders' equity, forecast, 191
valuation assignment, 186
valuation methods applied, 187
valuation of company, 187
Weighted Average Cost of Capital (WACC) and, 192
Income statement, performance ratios, 143–144
Industry adjustment, income approach and, 174
Industry analysis, 415
bibliography, 153–155
comparative industry financial statistics, 152
components of, 151–153
general industry conditions and outlook, 152
generally, 149, 153
industry information, 155–158
management compensation information, 152–153, 158
objective of, 150
as part of report, 415
questions to ask expert, 436
sources of information, 153–158
Initial public offering (IPO), 282, 291.
See also Pre-IPO studies
Institute of Business Appraisers (IBA), 51, 57
Insurance contracts, value definitions and, 6
Intellectual property, international transfers of. See Transfer pricing
Internal Revenue Bulletin, 61
Internal Revenue Code:
penalties, 76–77, 82
section 409A, 427
section 482, transfer pricing, 113–116, 120 (see also Transfer pricing)
section 6659, valuation penalties, 379–380
section 6662, valuation penalties, 379
section 6662(c), negligence, 82–83
section 6663, fraud, 83–84
section 6673, discretionary sanctions, 84–85
section 6701, aiding and abetting understatement of tax, 84
section 7491, burden of proof, 73–75
Internal Revenue Service (IRS), 6. See also Revenue Procedures (Rev. Procs.); Revenue Rulings (Rev. Rul.); Tax Advice Memorandum (TAMs)
code section 1059A, customs values, 131
positions, generally, 348–350
report-writing standard, 408–412
Internal Revenue Service (Service) acquiescence and nonacquiescence to court decisions
positions on valuation (see Revenue Procedures (Rev. Procs.); Revenue Procedures (Rev. Rul.); Tax Advice Memorandum (TAM))
private letter rulings, 61
Internal Revenue Service Business Valuation Guidelines
International transactions:
customs valuation (see Customs valuation)
transfer pricing (see Transfer pricing)
Interpretive regulations, 60
Interviews:
generally, 159, 161
<table>
<thead>
<tr>
<th>Index</th>
</tr>
</thead>
<tbody>
<tr>
<td>with management, 160</td>
</tr>
<tr>
<td>outsiders, 160–161</td>
</tr>
<tr>
<td>questions to ask expert, 436</td>
</tr>
<tr>
<td>Intrinsic value, 2, 17</td>
</tr>
<tr>
<td>Inventory accounting methods, 136</td>
</tr>
<tr>
<td>Investments, portfolio discount. See Portfolio (nonhomogenous assets)</td>
</tr>
<tr>
<td>discount</td>
</tr>
<tr>
<td>Investment value, 2, 16–17</td>
</tr>
<tr>
<td>IPO. See Initial public offering (IPO)</td>
</tr>
<tr>
<td>IRS. See Internal Revenue Service (IRS)</td>
</tr>
<tr>
<td>IRS Valuation Training for Appeals Officers Coursebook, 257, 314</td>
</tr>
<tr>
<td>Iterative process, WACC and, 176</td>
</tr>
<tr>
<td>J</td>
</tr>
<tr>
<td>Jankowske, Wayne, 264</td>
</tr>
<tr>
<td>Johnson Study, 296, 297</td>
</tr>
<tr>
<td>Judge(s):</td>
</tr>
<tr>
<td>expert testimony and, 36</td>
</tr>
<tr>
<td>in hypothetical dialogue, 45</td>
</tr>
<tr>
<td>Jurisdiction, choice of, 95–96</td>
</tr>
<tr>
<td>K</td>
</tr>
<tr>
<td>Kelley, Richard, 385</td>
</tr>
<tr>
<td>Key person discount:</td>
</tr>
<tr>
<td>case law, 259–263</td>
</tr>
<tr>
<td>factors to consider, 258</td>
</tr>
<tr>
<td>generally, 256</td>
</tr>
<tr>
<td>IRS position, 256–257</td>
</tr>
<tr>
<td>quantifying magnitude of, 258–259</td>
</tr>
<tr>
<td>Kumbo factors, 37</td>
</tr>
<tr>
<td>L</td>
</tr>
<tr>
<td>Lack of marketability. See Discount for lack of marketability (DLOM)</td>
</tr>
<tr>
<td>Legal system, structure of, 59</td>
</tr>
<tr>
<td>Legislative regulations, 60</td>
</tr>
<tr>
<td>“Levels of value,” 273</td>
</tr>
<tr>
<td>Leverage ratios, 145–146</td>
</tr>
<tr>
<td>Liabilities, contingent. See Contingent liabilities</td>
</tr>
<tr>
<td>License fees:</td>
</tr>
<tr>
<td>royalties and, 129</td>
</tr>
<tr>
<td>transaction value and, 126</td>
</tr>
<tr>
<td>Limited liability companies (LLCs):</td>
</tr>
<tr>
<td>in comparison chart, 94</td>
</tr>
<tr>
<td>generally, 87, 91</td>
</tr>
<tr>
<td>state laws, 95–96</td>
</tr>
<tr>
<td>tax classifications and, 91</td>
</tr>
<tr>
<td>Limited partnerships (LPs):</td>
</tr>
<tr>
<td>in comparison chart, 94</td>
</tr>
<tr>
<td>family limited partnerships (FLPs), 94–95</td>
</tr>
<tr>
<td>features of, 90</td>
</tr>
<tr>
<td>generally, 89–91</td>
</tr>
<tr>
<td>Liquidations, 18</td>
</tr>
<tr>
<td>Liquidity:</td>
</tr>
<tr>
<td>investors and, 282–283</td>
</tr>
<tr>
<td>ratios, 145–146</td>
</tr>
<tr>
<td>LiquiStat™ database, 286</td>
</tr>
<tr>
<td>Litigation witnesses. See also Trials</td>
</tr>
<tr>
<td>expert testimony, 33</td>
</tr>
<tr>
<td>lay witnesses, 32–33</td>
</tr>
<tr>
<td>LLC. See Limited liability companies (LLCs)</td>
</tr>
<tr>
<td>LPs. See Limited partnerships (LPs)</td>
</tr>
<tr>
<td>M</td>
</tr>
<tr>
<td>Management</td>
</tr>
<tr>
<td>Compensation (see Compensation)</td>
</tr>
<tr>
<td>interviews with, 160</td>
</tr>
<tr>
<td>Management Planning Study, 297</td>
</tr>
<tr>
<td>Mandelbaum factors, 310–311, 312, 313, 314</td>
</tr>
<tr>
<td>Marketability:</td>
</tr>
<tr>
<td>definition of, 281</td>
</tr>
<tr>
<td>degrees of, or lack thereof, 283</td>
</tr>
<tr>
<td>Marketability, lack of. See Discount for lack of marketability (DLOM)</td>
</tr>
<tr>
<td>Market approach:</td>
</tr>
<tr>
<td>business broker method, 206</td>
</tr>
<tr>
<td>buy/sell agreements, 215–216</td>
</tr>
<tr>
<td>comparable companies, 204</td>
</tr>
<tr>
<td>comparable sales method, 196</td>
</tr>
<tr>
<td>equity procedure, 200–202</td>
</tr>
<tr>
<td>example (see Market approach, illustration of)</td>
</tr>
<tr>
<td>generally, 196, 216</td>
</tr>
<tr>
<td>guideline companies, documenting search for, 206</td>
</tr>
<tr>
<td>guideline companies, selection of, 204–205</td>
</tr>
<tr>
<td>guideline transaction (merger and acquisition method), 197–202</td>
</tr>
<tr>
<td>market valuation approach tables, 211</td>
</tr>
</tbody>
</table>
Market approach: (Continued)
- Market value of invested capital (MVIC), 144, 221, 236
- Methods classified under, generally, 211
- Multiples (see Multiples, market approach and)
- North American Industrial Classification System (NAICS) codes, 204
- Number of companies to select, 202–204
- Offers to buy, 213
- Past acquisition by subject company, 213
- Past transactions, 212–213
- Price, generally, 200
- Questions to ask expert, 438
- Rev. Rul. 59-60, 196–197
- Rules of thumb, 213–214
- Standard Industry Classification (SIC) codes, 204

Market approach, illustration of:
- Company description, 217
- Financial statements analysis, 221
- Financial statements/forecasts, 217–219
- Guideline companies and, 225–235
- Market data, gathering, 220–221
- Merged/acquired companies, 237–242
- Valuation assignment, 217
- Valuation multiples, identification/application, 221, 231, 235
- Valuation of company, 235–236, 241–242

Market value of invested capital (MVIC), 144, 221, 236
- Martin Ice Cream v. Commissioner, 335–336
- Master Certified Business Appraiser (MCBA), 52
- MBCA. See Model Business Corporation Act (MBCA)
- MCBA. See Master Certified Business Appraiser (MCBA)
- Memorandum Opinions, Tax Court, 63
- Mercer, Z. Christopher, 99, 108, 282, 318
- Mercer model, 107
- Merger. See Guideline transaction (merger and acquisition) method
- Mergerstat® BVR Control Premium Study™, 274
- Mergerstat Review, 274
- Mergerstat® Shannon Pratt’s Control Premium StudyTM, 220
- Methodology, general questions about, 436
- Methods of valuation. See Valuation approaches

Midyear convention:
- In capitalization method, 177, 178
- In discounting model, 177

Minority discounts. See also Discount for lack of control (DLOC)
- Case law, 276–278
- Generally, 271–273, 278
- Introduction to, 280–281
- “Levels of value,” 273
- Measuring, 274–275
- Questions to ask expert, 439
- Rev. Rul. 93-12, 6, 349, 381–383

Minority interests:
- Questions to ask expert, 439
- S corporations and, 104–106, 110
- Summary, theories and, 106–108

Minority valuation models, differences in, 107
- Model Business Corporation Act (MBCA), 13
- Moment-of-death concept, 259
- Morningstar, 174, 180
- Multiples, market approach and:
  - Assigning weights to, 211
  - Numerators, prices to use in, 206–207
  - Objective empirical evidence and, 206
  - Valuation multiple, level of, 207–209
- MVIC. See Market value of invested capital (MVIC)

N
- NASDAQ, 198, 375
- National Association of Certified Valuation Analysts (NACVA), 57
- Negligence, 82–83
Net cash flow, income approach and, 164–165
New York Stock Exchange, 373
1918 Revenue Act, 8
Nonacquiescence, 61
Noncontrolling interest:
portfolio discount effect and, 264
questions to ask when valuing, 1908
residual goodwill and, 16
Nonhomogeneous assets. See Portfolio
(nonhomogeneous assets) discount
Nonoperating assets, 134–135
Nonrecurring items, normalizing
adjustments and, 136
North American Industrial
Classification System (NAICS)
codes, 204
Norwalk v. Commissioner, 337–338
Notice of Deficiency, 62

O
Offers to buy, market approach, 213
Officer, Micah, 302
“One-man” business. See Key person
discount
Open transactions doctrine, 426
Operating assets, 134–135
Operating companies:
cash/cash equivalents and, 164
control premiums/minority discounts
for, 274–275
going-concern basis for, 216
nonoperating assets and, 134, 135
weighting of approaches, 243, 343
Optimum Software. See Income
approach, illustration of; Market
approach, illustration of
Option privilege, 425, 429, 430
Options:
Black-Scholes model, 421, 423, 425,
426, 430, 432
calls and puts, 421
as compensation, 422, 423, 424, 425,
426, 427–430
as corporate distributions, 430–432
as derivatives, 421
fair market value, 421
generally, 420–421, 422–424

Gifts of stock options, 432–433
introduction/background, 421–422
non-publicly traded, 423
open transactions doctrine, 426
option privilege, 425, 429, 430
publicly traded, 421, 422
“readily ascertainable” fair market
value, 426–427
rules for valuing, 427–433
strike price, 421
valuation date, 424
valuation formula, 424–426
when, how, what, and if issues,
424–427

Orderly disposition, value as, 17
Organizations. See Professional
organizations
Ownership, “levels of value,” 273

P
Paglia and Harjoto Study, 304–305
Partition:
analysis, 331
right to, 330
Partnership Profiles, 439
Partnerships:
in comparison chart, 94
family limited (FLPs), 94–95
general partnerships, 89
limited (see Limited partnerships)
Partnership Spectrum
Pass-through tax entities, 89. See also S
corporations
Past acquisitions, market approach,
213
Past transactions, market approach,
212–213
PCD. See Private company discount
(PCD)
Penalties. See also Remedies,
underpayment of taxes
Code provisions, 76–77, 82
discretionary sanctions, 84–85
fraud, 83–84
generally, 76–81
general penalties, 82–84
negligence, 82–83
overvaluations, 379–380
Penalties. See also Remedies (Continued)
    preparer and appraiser, 81–82
    for underpayment, 77, 78
    understatement of tax, aiding and abetting, 84
    valuation penalties, 78–81
Pension Protection Act of 2006, 81
Performance ratios (income statement), 143–144
Petitions, Tax Court, 62, 69, 71, 72
PLRs. See Private Letter Rulings (PLRs)
Pluris DLOM database, 287–288
Portfolio (nonhomogeneous assets)
    discount:
        case law, 265–267
        evidence supporting, 264–265
        generally, 263–264
        pure plays, 263
    Portfolio effect, 264
Posner, Richard A., 70
Post-death factors, 24–25
Pratt’s Stats, 199, 204, 220, 302, 304
Pre-incorporation agreements, 6
Pre-IPO studies:
    criticisms of, 292–294
    empirical databases, 319
    Valuation Advisor’s study, 291–292
Premise of value, 17–18
Premiums:
    control premiums (see Control premiums)
    discussion of in report, 416
    equity risk premium, 173
    shareholder-level, introduction to, 280–281
    size, 174
Prenuptual agreements, value definitions and, 6
Preparer penalties, 81–82
Preponderance of evidence, 70, 73, 84
Price, market approach, 200
Private company discount (PCD), 301, 302, 303, 304, 305
Private Letter Rulings (PLRs), 61, 350
PrivateRaise database, 288
Professional designations, 56, 435
Professional organizations:
    certification (see Certification)
    contact information, 56–57
    list of, 38
    professional designations, 56, 435
    standards of value and, 7
Profit split method, intellectual property valuation, 118–119
Projections for expected returns, 172
Proof. See Burden of proof; Evidence
Property, meaning of, 10
Proposed regulations, 60
Public StatsTM, 220
Public stock transaction data. See Morningstar
Pure plays, 263
Q
QMDM. See Quantitative Marketability Discount Method (QMDM)
Qualifications:
    of appraiser listed in report, 417
    expert witnesses, 29, 38, 43
    questions to ask expert, 434–435
Quantitative Marketability Discount Method (QMDM), 318
Questions to ask experts:
    asset-based approach, 438
    contradictory prior testimony, 439
    control premiums applied, 439
    discounts for lack of marketability, 439
    economic and industry data, 436
    entity-level discounts, 438–439
    financial statement adjustments and analysis, 435–436
    income approach, 436–437, 438
    market approach, 438
    methodology, generally, 436
    minority discounts/control premiums, 439
    qualifications, 434–435
    site visits and interviews, 436
    voting and nonvoting stock discount, 439
R
Ratio analysis. See Comparative financial statement analysis
Real estate appraisals, market approach
and, 196
Real estate investment trusts (REITs),
265
Reasonable knowledge of relevant facts,
11–12
Relevance:
adjustments to valuation, 23–24, 25
importance of, 25–26
reasonable knowledge of relevant
facts, 11–12
subsequent events, 26
types of, 26
valuation multiples, 209–210
Reliability, expert witnesses, 36–38
Remedies, underpayment of taxes, 78–
79. See also Penalties
Reports:
appraisal process, description of, 416
appraiser, name of, 416
certification of appraiser, 417
client, name of, 416
conclusion of value, 416–417
contingent and limiting conditions,
417
date of report, 413–414
description of business, 415
discounts/premiums applied, 416
economic and industry analysis, 415
effective date of appraisal, 413
elements of, 412–413
financial analysis, 415–416
generally, 400, 418
hypothetical appraisals, 417
identification of property appraised,
413
intended use of, 414
organization of, 418
qualification of appraiser(s), 417
qualities of good report, 418–419
sources of information relied on, 415
standard of value, 414
standards (see American Society of
Appraisers Business Valuation
Standards; Uniform Standards of
Professional Appraisal Practice
(USPAP))
valuation approaches and, 414
Report-writing standards:
American Society of Appraisers
Business Valuation Standards,
405–407
IRS guidelines, 408–412
Uniform Standards of Professional
Appraisal Practice (USPAP),
400–405
Restricted management account (RMA),
393–398
Restricted Securities Trading Network
(RSTN), 286
Restricted stock:
deferred, 283
discounts, SEC rules and, 285
Restricted stock studies:
empirical databases, 319
post 1997, 286, 287, 288
private-company DLOMs and, 289–
290
public markets, liquidity and, 289
Rev. Rul. 77-287, 284, 349, 370–375
SEC Institutional Investor Study and,
284, 285–286, 287
SEC rule changes, 285
Restrictive agreements, Rev. Rul. 59-60,
357–358
Retained net income, 108
Return on book value, market approach,
208
Return-on-investment ratios, 144
Return on sales, market approach, 208
Returns, projected amounts of expected,
172
Revenue Procedures (Rev. Procs.):
2003-51, valuation of inventory,
386–390
2007-41, valuation safe harbor, 349,
390–393
66-49, donated property, 349,
363–366
77-12, allocating value among assets,
349, 368–370
generally, 6–7, 61, 350
Revenue Rulings (Rev. Rul.):
2008-35, restricted management
account agreement, 349, 393–398
50-60, fair market value, 66
Revenue Rulings (Rev. Rul.):  
(Continued)  
65-192, intangible assets, “formula” approaches, 348, 358–362  
65-193, intangible assets, 348, 362–363  
68-609, formula approach, intangible assets, 247, 349, 366–368  
77-287, valuation of restricted stock, 284, 349, 370–375  
83-120, closely held business, 349, 376–379  
85-75, valuation misstatement, 349, 379–380  
93-12, minority discounts, closely-held corporations, 6, 349, 381–383  
generally, 6–7, 61, 349–350  
Revenue Rulings (Rev. Rul.) 59-60: comparable companies, 204–205  
fair market value defined, 99  
as foundation of valuation, 6, 348, 414, 415  
gift/estate tax values, stockholder agreements, 215–216  
guideline public companies, 344  
key person discount, 256–257  
market approach emphasized in, 196–197  
mathematical weighting of approaches, 344–345  
section 1: purpose, 351  
section 2. background and definitions, 351–352  
section 3: approach to valuation, 352  
section 4: factors to consider, 352–356  
section 5: weight to be accorded to various factors, 356–357  
section 6: capitalization rates, 357  
section 7: average of factors, 357  
section 8: restrictive agreements, 357–358  
section 9: effect on other documents, 358  
summary, 350–351  
text, 351  
writing of, 197  
Revised Model Business Corporation Act (RMBCA), 12  
Revised Uniform Limited Partnership Act (RULPA), 90  
Right of first refusal (ROFR), 102  
Risk:  
assessment of, 141  
measures that bear on, 296  
unsystematic, 181  
Risk adjustment, company-specific, 174  
Risk analysis. See Comparative financial statement analysis  
Risk-free rate, 173  
Risk Management Association (RMA), 152  
RMA. See Restricted management account (RMA)  
RMBCA. See Revised Model Business Corporation Act (RMBCA)  
ROFR. See Right of first refusal (ROFR)  
Rollups, 273  
Royalties:  
customs valuation, 129  
transfers of intellectual property (see Transfer pricing)  
RSTN. See Restricted Securities Trading Network (RSTN)  
Rules of thumb:  
generally, 215–216  
market approach, 213–214  
nature of, 213  
problems with, 214  
Sources for, 214  
use of, 213–214  
RULPA. See Revised Uniform Limited Partnership Act (RULPA)  
S  
Sanctions:  
discretionary, 84–85  
generally, 76–77  
Sarbanes-Oxley Act, 40  
S corporations:  
appraisal considerations, 110  
case law, 100–104  
in comparison chart, 94  
controlling interest appraisals, 108–109  
generally, 86–87, 99–100, 110–111  
minority interest appraisals, 104–106
Index

minority interest theories, 106–108
penalty for underpayment, 79
summary, 110–111
taxation and, 89
SEC Institutional Investor Study:
changes in SEC rules, 285
DLOM and, 284
generally, 284
restricted stock studies subsequent to,
285–286
SEC’s dribble-out rule, 290, 295
SEC study, 296, 297
Securities laws, 370
Selection bias, 292–293
Sensitivity analysis, 172
“Service,” the. See Internal Revenue
Service (IRS)
Setoffs, 120
SFAS. See Statements of Financial
Accounting Standards (SFAS)
Shareholder-level discounts:
blockage, 324–330
discount for lack of control (see Discount for lack of control (DLOC))
discount for lack of marketability (see Discount for lack of marketability (DLOM))
generally, 271, 278, 321, 332
introduction to, 280–281
undivided fractional interests in property, 330–332
voting vs. nonvoting shares, 321–324
Silber Study, 295
Site visits:
generally, 159, 161
interviews, outside company, 160–161
management interviews, 160
questions to ask expert, 436
Size premium, 174
Small Business and Work Opportunity
Act of 2007, 81
Small businesses:
and burden of proof, 74
cash-basis accounting, 136
rules of thumb and, 213
Small-stock premium, failure to add,
182–183
Sole proprietorships, 87, 91
Spoilation of evidence, 42
Standard Industry Classification (SIC) codes, 204
Standard of proof, 70
Standard Research Consultants Study,
295, 296, 297
Standards of value:
deriving value, sources for, 3–7
definition of value and, 2–3
discussion of in report, 414
fair market value (see Fair market
value)
fair value (see Fair value)
generally, 1–3
intrinsic value (see Intrinsic value)
investment value (see Investment value)
Standards Rule 10-2(a), 405
Standards Rule 10-3, 402, 403, 404
Standards Rule 10-4, 405
State law. See also Statutes
fair value, 12–13
and federal law, 58
federal law, conflict with, 59
Statement of Contingent and Limiting
Conditions, 417
Statements of Financial Accounting
Standards (SFAS):
No. 133, balance sheet reporting and fair value, 7
No. 141R, “Business Combinations,”
15–16
No. 157, fair value, methods, 7, 13
Statutes:
state and federal, 59
value definitions, 3–4
Stock options. See Options
Stocks, Bonds, Bills, and Inflation,
174
Structured settlements, value definitions and, 6
Subchapter C corporations. See C corporations
Subchapter S corporations. See S corporations
Subsequent events:
  adjustments to valuation, 23–25
  estate claims, 22–23
generally, 19, 27
key question, 19
reasonably foreseeable events, 21–22
relevance, importance of, 25–26
subsequent sales, 26
valuation date and, 20–21

Terminal value:
  discounting method and, 169–170
  in Gordon Growth model, 176

Testimony, expert witnesses:
  concerns about, 44–45
  contradictory prior, 439
  Federal Rules of Evidence. (see Federal
  Rules of Evidence (FRE))
generally, 33
  opinion testimony, 34, 35
  scope of testimony, 35–36
  Tax Court, rules governing testimony

The Pension Protection Act of 2006, 43
Transaction-based valuation, 7
Transaction method, 280
Transaction value, customs valuation, 2,
17, 126–127

Transfer pricing:
  adjustments, 120–121
  advance pricing agreements, 122
  apportionment of value among joint
  holders, 121–122
  arm’s-length standard, 115, 116, 126
  catchall provision, 119
  collateral adjustments, 120
  common control, 114
  comparable profits, 117–118
  comparable uncontrolled transaction
  method, 116–117
generally, 113–116, 123
  joint holder, apportioning value
  among, 121–122
  methods, generally, 116, 119–120,
  123
  periodic adjustments, 120–121
  profit split method, 118–119
  summary, 112–113
  unspecified methods, 119

Trapped-in capital gains discount:
  case law, 251–252
generally, 250
  General Utilities doctrine, 250–251
  IRS position, 252
  logic underlying, 250
  partnership cases and, 255–256
  reduction of 100 percent, Fifth Circuit
  and, 254
  subsequent cases and, 252–254
Index

Treasury Department. See U.S. Department of the Treasury

Treasury Regulations:
fair value definition and, 423
interpretive regulations, 60
legislative regulations, 60
proposed regulations, 60
Revenue Procedures (see Revenue Procedures (Rev. Procs.))
Revenue Rulings (see Revenue Rulings (Rev. Rul.))
§ 1.170A-13c, Qualified Appraisers, 38
§ 1.83-7, valuation dates for stock options, 428
§ 20.2031-1b, 4
temporary regulations, 60–61
value definitions, 4

Treaties, 125, 126
Treharne, Chris D., 99, 108
Treharne model, 107
Trend analysis, 147

Trials:
Court of Federal Claims, 5
federal district courts, 59
Tax Court, 5

U
Undivided fractional interests in property, discount for:
case law, 331–332
comparable sales, 330–331
estimation of discount, 330
generally, 330
partition analysis, 331
Uniform Standards of Professional Appraisal Practice (USPAP)
report-writing standard, 400–405

Unsystematic risk, 181
U.S. bankruptcy courts, 64
U.S. Constitution, 59
U.S. Court of Federal Claims. See Court of Federal Claims
U.S. Court of International Trade, 59
U.S. Customs and Border Protection (CBP), 125
U.S. Department of the Treasury
fair market value and, 1, 3, 5, 9

Treasury Regulations (see Treasury Regulations)
USPAP. See Uniform Standards of Professional Appraisal Practice (USPAP)
U.S. Tax Court. See Tax Court

V
Valuation Advisors’ Lack of Marketability Discount StudyTM, 291–292

Valuation approaches:
asset-based (see Asset-based approach)
generally, 12
income approach (see Income approach)
market approach (see Market approach)
report, approaches considered and used, 414
weighting of approaches (see Weighting of valuation approaches)

Valuation controversies. See Burden of proof

Valuation date. See Date of valuation

Valuation multiples, market approach:
assigning weights to, 211
generally, 207
level of, choosing, 208–209
mechanics of choosing levels of, 208–209
relative growth prospects, 208
return of sales, 208
return on book value, 208
risk, relative degree of, 207–208
selecting multiples, 209–211

Value. See also Conclusion of value assumptions, 17–18
definition of value and, 2–3
definitions, 7–12
source for defining, 3–7
standards of (see Standards of value)
subjective nature of, 29–30

Value conclusion. See Conclusion of value

Valuing Small Businesses and Professional Practices (Pratt), 385
<table>
<thead>
<tr>
<th>Term</th>
<th>Page Numbers</th>
</tr>
</thead>
<tbody>
<tr>
<td>Van Vleet, Daniel R.</td>
<td>99, 108</td>
</tr>
<tr>
<td>Van Vleet model</td>
<td>107</td>
</tr>
<tr>
<td>Voting and nonvoting stock</td>
<td>439</td>
</tr>
<tr>
<td>Voting vs. nonvoting shares</td>
<td>321–324</td>
</tr>
<tr>
<td>W</td>
<td></td>
</tr>
<tr>
<td>WACC. See Weighted Average Cost of Capital (WACC)</td>
<td>150</td>
</tr>
<tr>
<td>Wall v. Commissioner</td>
<td>101–102</td>
</tr>
<tr>
<td>Walton, L. Richard</td>
<td>112, 124</td>
</tr>
<tr>
<td>Web sites:</td>
<td></td>
</tr>
<tr>
<td>Best Websites for Financial Professionals, Business Appraisers, and Accountants 2nd ed.</td>
<td>150</td>
</tr>
<tr>
<td>Weighted Average Cost of Capital (WACC):</td>
<td></td>
</tr>
<tr>
<td>book values and</td>
<td>179</td>
</tr>
<tr>
<td>capitalization rate and</td>
<td>191</td>
</tr>
<tr>
<td>capital structure and</td>
<td>177</td>
</tr>
<tr>
<td>discount rate and</td>
<td>183, 187</td>
</tr>
<tr>
<td>example of</td>
<td>176</td>
</tr>
<tr>
<td>income approach and</td>
<td>176–177</td>
</tr>
<tr>
<td>stock value and</td>
<td>179–180</td>
</tr>
<tr>
<td>Weighting of valuation approaches:</td>
<td></td>
</tr>
<tr>
<td>examples of</td>
<td>345–346</td>
</tr>
<tr>
<td>generally</td>
<td>343, 347</td>
</tr>
<tr>
<td>mathematical vs. subjective</td>
<td>344–345</td>
</tr>
<tr>
<td>theory and practice</td>
<td>343–344</td>
</tr>
<tr>
<td>West, Tom</td>
<td>214</td>
</tr>
<tr>
<td>Willing buyer and willing seller:</td>
<td></td>
</tr>
<tr>
<td>fair market value and</td>
<td>8</td>
</tr>
<tr>
<td>meaning of term</td>
<td>10–11</td>
</tr>
<tr>
<td>Witnesses:</td>
<td></td>
</tr>
<tr>
<td>expert testimony</td>
<td>33 (see also Experts)</td>
</tr>
<tr>
<td>lay witnesses</td>
<td>32–33</td>
</tr>
<tr>
<td>Working capital:</td>
<td></td>
</tr>
<tr>
<td>excess of deficient assets</td>
<td>135</td>
</tr>
<tr>
<td>midyear convention and</td>
<td>177</td>
</tr>
<tr>
<td>net cash flow to equity and</td>
<td>165</td>
</tr>
<tr>
<td>net cash flow to invested capital and</td>
<td>165</td>
</tr>
<tr>
<td>sales to net working capital</td>
<td>143</td>
</tr>
<tr>
<td>Y</td>
<td></td>
</tr>
<tr>
<td>Yield to maturity</td>
<td>172</td>
</tr>
</tbody>
</table>