



SPOUSAL DIRECTIVE
AUTHORITY TO MY SPOUSE/PARTNER TO SELL OUR COMMUNITY
PROPERTY ACCOUNTING, TAX AND/OR BOOKKEEPING PRACTICE.

Dear Spouse: This is my directive to you, to act upon immediately, in the event of my terminal illness, incapacitation or death, so as to preserve the value of my/our practice. Any delays in taking action could cause a loss of value of approximately 33% per month. Immediately call Business Brokerage, Inc. (S. CA. 1-800-274-4272 or N. CA. 1-800-727-4272) to list my/our practice for sale (our community property) with their firm. The full price should be approximately \$_____ (suggest 100% of last years gross receipts plus liquidation of furniture & equipment). The down payment should be approximately \$_____ (suggest 25% to 30% of the sales price with interest at 8% to 10% to be paid over _____ years (suggest 5 years). It is customary for the seller to guarantee the gross revenues for the first year of possession (in other words, the final purchase price will be adjusted for any loss of clients during the first year of possession - this is why it is imperative to act fast).

My/our computer passcode is _____. (Note: My lease most likely will terminate with my death, but in the event that the buyer is interested in taking over my premises give a copy of the lease to the Broker.) My current financials and lease are attached hereto or located _____.

Upon sale, disposition of the funds shall be controlled by my estate planning documents (will, living trust) or as follows:

_____.

Signed:

By: _____ Date _____.

Witness: _____.

Witness: _____.

NOTE: The Spousal Directive and Details for your practice should be sent by the Seller's Spouse to Business Brokerage, Inc. when ready to sell the practice.





BUSINESS BROKERAGE, INC
LEE RIBOLIN (NO. CALIF)
25 McAker Court, Ste. 112
San Mateo, CA 94403
800-727-4272
Office: 415-656-6400
FAX: 415-524-2821
EMAIL: lee@go2bbi.com

BUSINESS BROKERAGE, INC.
CRAIG VAN LANINGHAM (SO. CALIF)
345 17th Street
Santa Monica, CA 90402
800-274-4272
Office: 310-367-2644
FAX: 310-496-3062
EMAIL: craig@go2bbi.com

Administrative/Sales Support: Linda Long 800-274-4272
EMAIL: bbiemail@go2bbi.com

**LACERTE USERS: SEE NEXT PAGE ON HOW TO RUN
A PRACTICE MANAGEMENT REPORT BY TYPE OF FORM/SERVICE**

Three steps to list your practice for sale:

1. Fill in the FORM below.
2. Cross off or note any information, as applicable to your practice.

2. Scan and send completed form as an email attachment to Lee or Craig.

(See Email addresses above).

Or, Fax completed form to Lee or Craig (See Fax numbers above)

All information submitted to us will be kept confidential.

We will call you to discuss your situation and provide you with
the sales price and terms for your practice.

Thank you,
Business Brokerage, Inc.

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LACERTE PRACTICE MANAGEMENT REPORT

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1. Open LACERTE.
2. Go to CLIENT at the very top of the screen and click on it. Then select the TYPE OF CLIENT for which you would like to do a report. Each group of type (Individuals, Partnerships, Corporations, etc has to be done separately.) Within each group you need to highlight those clients to be included in the report you are about to do. Press F3 on keyboard and it will take you to CLIENT GROUP SELECTION. Mark "ALL CLIENTS" and click on OK.
3. Next you click on PRINT at the top of the screen, and then click on DATABASE REPORT, and then click on SUMMARY REPORT TAB and then click on TAX PRACTICE SUMMARY near the top left of that screen. The program will then compile the report. Click on PRINT on that screen to get a hard copy.
4. You will then need to repeat these steps for each type of return.

Note1: On later versions of Lacerte the SUMMARY REPORT tab may be at the top of the screen.

Note2: These reports can be misleading if you do "dummy" returns for purposes of projections or "what if" returns. Further, the numbers for the billings to clients can be significantly understated if you do not bill all the tax returns through the Lacerte system (many practitioners do not run simple returns through Lacerte). However, the number of returns processed though not billed will be accurate except for the "dummy" and "projections/what-if returns" mentioned above.

SPECIAL FEATURES OF THIS PRACTICE THAT WILL BENEFIT YOU

SELLER'S MOTIVATION

- Seller's motivation is retirement and seller is anxious to strike a deal ASAP.
- **CONFIDENTIAL!** Employees are **NOT AWARE (OR ARE AWARE)** of Seller's plans. **PLEASE CIRCLE ONE: NOT AWARE or CIRCLE ARE AWARE. Or Note N/A if Not Applicable.**

CROSS OFF ONE OF THE FOLLOWING 2

- The proposed sale herein is for 100% of the practice, less family and personal friends (about \$_____ already subtracted from gross revenues) and all data is based on the income and expenses of that portion being sold.
- OR**
- The proposed sale herein is for a spin off of approximately ____% of the practice, which are the (non-investment clients, audit clients, _____), (about \$_____ already subtracted from gross revenues) and all data is based on the prorata income and expenses of that portion being sold.

SELLER IS CONFIDENT IN HIS/HER PRACTICE AND TO ENSURE YOUR SUCCESS:

- Seller is willing to guarantee the gross revenue to a qualified buyer for the first year of possession, but in no event will the adjustment exceed 15% of the selling price.
- Seller willing to carry a note (financing) for a qualified buyer. (See Page 6)
- Seller may want to allocate a significant portion of the purchase price to personal goodwill.
- Seller will be available to aid in the transition for a period of 30 days (longer if required).
- Seller will be available to work part-time for Buyer during the first tax season, if desired.
- Seller offers a covenant not to compete of 25 miles and 5 years as to opening a new office and for the state of California as to clients sold.

SELLER HAS A PROVEN SUCCESS RECORD:

- Mature practice (____ years) with loyal and diversified client base.
- Practice is very profitable with a net of ____%, due to good fees and low expenses.
- Practice provides very reliable, steady cash flow to enable buyer to service debt and still provide reasonable income (See monthly cash flow page 6)

SELLER OFFERS THESE OTHER BENEFITS/FEATURES:

- Seller may consider a discount for all cash or nearly all cash (make offer).
- Lease expires on _____ and practice may be relocated to buyer's premises within reason after expiration of lease.
- Lease is very reasonable with rent of only \$_____.
- Seller works out of home office so practice to be relocated to buyer's location within a reasonable distance from present location.
- Great location on well traveled street with good signage.
- The practice is extremely efficient due to computers / programs / staff.
- The furniture and equipment are optional.

The above are bulleted points which are common and used as the 1st page on many of our Confidential Information Summaries. Feel free to edit this page as necessary.

BUSINESS BROKERAGE, INC.

CONFIDENTIAL INFORMATION SUMMARY

TYPE OF PRACTICE: _____	LOCATION: _____
LICENSE (S) HELD: _____	BUSINESS FORM: _____
SELLER'S MOTIVATION: _____	

RECONSTRUCTED CASH FLOW FOR PERIOD: _____ NOTE ONE: 2016 - OR - 2017 Est. _____

REVENUES (Some entries may be estimates or projections):

TAXES:				Range	
SOURCE	#CLIENTS	AVG. FEE	\$ TTL/YR.	Highest	Lowest
1040 Individuals					
1065 Partnerships					
1120-C C-Corps					
1120-S S-Corps					
1041/ 706 Estates&Trusts					
5500 Retirement plans					
990 Charities & Non-profits					
Misc.					
TOTAL				Total \$ _____	

SCHEDULES:	TOTAL #
Schedule C	
Schedule E	

NOTE: AVG. FEE. AMOUNTS ARE AUTO-COMPUTED ON THE FINAL CIS REPORT WHICH WE WIL PREPARE.

PLEASE INPUT # CLIENTS & TTL/YR (TOTAL PER YEAR) ONLY.

WRITE-UP:

TYPE	#CLIENTS	AVG. FEE/YR	\$ TTL/YR.
MTHLY			
QTRLY			
SEMI-ANL.			
ANNUAL			
TOTAL			

Total \$ _____

# COMPILATIONS	_____
# REVIEWS	_____
# AUDITS	_____
# SINGLE ENTRY	_____

OTHER:

TYPE	#CLIENTS	AVG.FEE	\$ TTL/YR.
IRS AUDIT			
MAS/CONSULT			
TOTAL			

Total \$ _____

LESS CLIENTS RETAINED BY SELLER OR NON-TRANSFERABLE:

If applicable

TOTAL GROSS REVENUE:

Total \$ _____

	AMOUNT	% CHANGE
GROSS : 2015		*
GROSS : 2016		*
GROSS : 2017 Est.		*

Input GROSS Revenue by year only. % Change will auto-compute on the form we prepare.

* If any substantial change in profits for these years, please provide information.
Or, call us personally to discuss details.

BUSINESS BROKERAGE, INC.

DISBURSEMENTS (Some may be estimates or projections):

TOTAL GROSS REVENUE (CARRIED OVER FROM PREV. PAGE): _____ \$0

STAFF:

FUNCTION	KEY?	#YRS	STAY?	HRS/WK	WAGES/YR	COMMENTS

TOTAL WAGES: _____

OTHER DISBURSEMENTS (Some may be estimates or projections):

EXPENSE	AMOUNT	PERCENT
ADVERTISING/PROMOTION:		
SOFTWARE, TAX:		
SOFTWARE, G.L. & MISC:		
DUES/SUBS/LIBRARY/CPE:		
INSURANCE, BUSINESS:		
INSURANCE, HEALTH:		
INSURANCE, E & O:		
LEASED EQUIP.:		
OFFICE SUPL. & POSTAGE:		
RENT (INCL CAM, ETC):		
REPAIRS/MAINT.:		
RETIREMENT/EMPL.:		
SECURITY ALARM:		
SOFTWARE UPDATES, MISC:		
TAXES, PAYROLL (11% OF WAGES):		
STORAGE FACILITY:		
TELEPHONE:		
UTILITIES:		
MISC.(BIZ.LIC,W/C,JANTR,ETC):		

Complete OR e-mail / fax
your 1040, Schedule C, or
Internal P&L.

TOTAL OTHER DISBURSEMENTS: _____

TOTAL DISBURSEMENTS (WAGES & OTHER):

\$ _____

NET CASH FLOW:

\$ _____

BUSINESS BROKERAGE, INC.

GENERAL INFORMATION:

OFFICE SPACE:			
SQ. FT. _____	RENT \$ _____	CAM _____	COLA _____
\$/SQ.FT. _____	LSE. EXPR. _____	OPTION _____	
# ROOMS _____	offices, reception area, storage room, bathroom (in hallway or office)		
PREMISES DESCRIPTION: _____			
Ample parking. 1st floor			
PASSED PEER REVIEW? _____		DATE: _____	
COMPUTER SOFTWARE/ PROGRAMS USED: _____		TAXES: _____	
YRS PRACTICE ESTAB: _____		WRITE-UP: _____	
YRS @ THIS LOCATION: _____		YRS PRESENT OWNER: _____	
OFC HRS: OFF SEASON 9-5			
OFC HRS: TAX SEASON 9-5; SAT 9-3; SUN CLOSED.			
LAST PRICE INCREASE: LAST YEAR			
SOURCE NEW BIZ: REFERRALS, ADVERTISING			
RESEARCH LIBRARY: RIA, CCH, SPIDELL, LIBRARY ON CD ROM			
GEO. AREA SERVICED: 80% WITHIN 15 MILES OF OFFICE			
# BIZ CLIENT VISITS/YR: _____		% OF CLIENTS WHO SEND INFO. PRIOR TO APPT?	
% TAX RTN's MAILED-IN, EMAILED, FAX & DROP-OFFS (OR #): _____ %			
% CLIENTS WITH NO APPT (MAIL, EMAIL, DROP OFF INFO): _____ %			
% E-FILED RETURNS: _____ %			
BILLING RATE: OWNER: _____ / HR		STAFF: _____ / HR	
CLIENT RECALL SYSTEM: TAX ORGANIZER SENT IN JANUARY: CLIENT CALLS TO SET APPT.			
% OF CLIENTS WHO FILL OUT & RETURN ORGANIZER ? : _____			
TAX CLIENTS:		AVG INCOME:\$ _____	
AVG. TAX APPT:		AVG AGE: _____	
# MINUTES _____		# ON EXTENSION 4/15: _____	
BILLING/COLLECTION:		BILLING BASIS:	
At Interview: _____ %		HOURLY: _____ %	
Upon Delivery: _____ %		SCHEDULE: _____ %	
30 Days: _____ %		VALUE: _____ %	
TYPICAL CLIENTS: BUSINESS OWNERS, PROFESSIONAL INDIVIDUALS			
WRITE-UP:		BILLING BASIS:	
EOM _____ %		HOURLY: _____ %	
Upon Delivery: _____ %		FIXED FEE: _____ %	
In 30 days: _____ %		VALUE: _____ %	
ACCTS. RECEIVABLE:		HIGH \$: _____	
SELLER'S BACKGRND:		LOW: \$ _____	
TRANSITIONAL ASSIST:		AVG:\$ _____	
30-DAY INTRODUCTION TO CLIENTS, CLIENT FILES AND WORKPAPERS.			
SEND LETTERS OF INTRODUCTION.			
COMMENTS/POTENTIAL FOR IMPROVEMENT: _____			

IDEAL BUYER FOR THIS PRACTICE: A PEOPLE PERSON WITH AN OUTGOING PERSONALITY			

BUSINESS BROKERAGE, INC.

CONFIDENTIAL INFORMATION SUMMARY NO: 0

ASKING PRICE:

FULL PRICE:		*INCLUDES F&E BELOW	DOWNPAYMENT:		Pymt/M
BALANCE:	FOR	5	YEARS @	10.0%	INTEREST
MONTHLY PAYMENTS:					\$21.25
or ANNUAL PAYMENTS:					PLUS INTEREST
TERMS: Buyer to provide life insurance on Buyer's life. Seller willing to carry note (financing).					
Sale subject to Seller's approval of Buyer's Credit report.					
Financing available with: Bank of the West: Wally Hayes @ 949-239-3881(Work/Mobile). SBA & conventional.					
Plumas Bank: Kelley T. Cheney @ 530-870-1333 SBA & conventional; Wells Fargo: Jay Suntrup @ 760-432-5377 SBA;					
Zion Capital: Keith McLaurin @ 858-324-1951 SBA & conventional.					
PLUS: APPROX DEPOSITS/PRORATIONS: RENT \$0 OTHER					
ACCOUNTS RECEIVABLE ON A NOTE? TERMS					
GUARANTEE?, Yes for: for the 1st year's gross revenues with a maximum adjustment of 15%.					
WHEN READY TO CLOSE SALE: ASAP					
COVENANT NOT TO COMPETE OFFERED: 25 MILES 5 YEARS					
*PRICE INCL. FURN & EQUIP. OF: \$ (SEE EXHIBIT) OPTIONAL?					
PRICE DOES NOT INCLUDE ACCOUNTS RECEIVABLE OF: \$					
LEASE/CONTRACT ASSUMPTIONS: PREMISES					
LEASED EQUIP: NONE					
ANY EXPECTED SUDDEN INCREASES/DECREASES IN GROSS?: NO					
PENDING LITIGATION?: NO LEGAL CLAIMS THAT WOULD AFFECT TRANSFER? NONE					
IRS \$ NONE UCC-1 FILINGS NONE					

MONTHLY CASH RECEIPTS

MONTH	YR 2015	YR 2016	YTD 2017	BUYER'S ESTIMATED START UP COSTS.
Jan				DOWN PAYMENT: \$0
Feb				WORKING CAPITAL: 6 MOS. 2 MO.
Mar				LEASE DEPOSIT: \$0 1 MO.
Apr				LIFE INSURANCE: \$2,000 Est.
May				BUSINESS LICENSE: \$250 Est.
Jun				NEW STATIONARY: \$1,000 Est.
Jul				UTILITY DEPOSITS: \$500 Est.
Aug				SOFTWARE XFER: \$250 Est.
Sep				SBA ESCROW: \$1,500 Est.
Oct				OTHER:
Nov				OTHER:
Dec				OTHER:
TOTAL				TOTAL: \$5,500

CONFIDENTIAL INFORMATION SUMMARY NO: 0

COMPLETE THIS PAGE - FOR
ACCOUNTING/WRITE-UP CLIENTS.

CURRENT BUSINESS CLIENT LIST EXHIBIT "A"

TYPE OF BUSINESS	SALES/YR \$ PER K	# YRS	FORM OF BUS.	SERVICE	FREQ	ACCTNG FEES /YR
1						
2						
3						
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TOTAL THIS PAGE ONLY:

FORM: SP = Sole Prop, C = Corp, SC = S-Corp, LLC, LLP, P = Partner, NP = Non Profit
 FREQUENCY: W= Weekly, M = Monthly, Q = Quarterly, S = Semi-annual, A = Annual
 SERVICES PROVIDED: C = Compilation, R = Review, A = Audit, PR = Payroll,
 GL = General Ledger, M = MAS & Consulting, ST = Sales Tax

Q

FURNITURE AND EQUIPMENT LIST EXHIBIT

OR PROVIDE
DEPRECIATION
SCHEDULE

QTY	ITEM	BRAND / MODEL	AGE	VALUE
	COMPUTER(S)			
	COMPUTER(S)			
	SOFTWARE*			
	LASER PRINTER(S)			
	DOT MATRIX PRINTER(S)			
	COMPUTER DESK			
	COPIER(S)			
	TELEPHONE SYSTEM			
	TYPEWRITER(S)			
	CALCULATOR(S)			
	FAX			
	ANSWERING MACHINE			
	DESK(S), EXECUTIVE			
	EXECUTIVE CREDENZA(S)			
	CHAIR(S), EXECUTIVE			
	DESK(S), STANDARD			
	CHAIRS, SWIVEL			
	CREDENZA(S)			
	CHAIR(S), CLIENT			
	DESK(S), SECRETARIAL			
	LATERAL FILE(S)			
	2 DRAWER FILE(S)			
	4 DRAWER FILE(S)			
	WORK TABLE(S)			
	BOOKCASE(S)			
	REFRIGERATOR			
	MICROWAVE			
	LIBRARY			
	SUPPLIES			
TOTAL VALUE				

ITEMS NOT INCLUDED

Personal items, pictures, etc

* Software may be licensed and it is buyer's obligation to pay for transfer fees and/or licenses if he/she is going to use same.

Interest rate factors: payments/thousand

Period in Yrs.	7%	8%	9%	10%
3 yrs	\$30.88	\$31.34	\$31.80	\$32.27
4 yrs	\$23.95	\$24.41	\$24.89	\$25.36
5 yrs	\$19.80	\$20.28	\$20.76	\$21.25
6 yrs	\$17.05	\$17.53	\$18.03	\$18.53
7 yrs	\$15.09	\$15.59	\$16.09	\$16.60
8 yrs	\$13.36	\$14.14	\$14.65	\$15.17
9 yrs	\$12.51	\$13.02	\$13.54	\$14.08
10 yrs	\$11.61	\$12.13	\$12.67	\$13.22