



Calculation of Value Report
Glen Cove Machine, Inc.
06/30/2017

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MCV, Inc.
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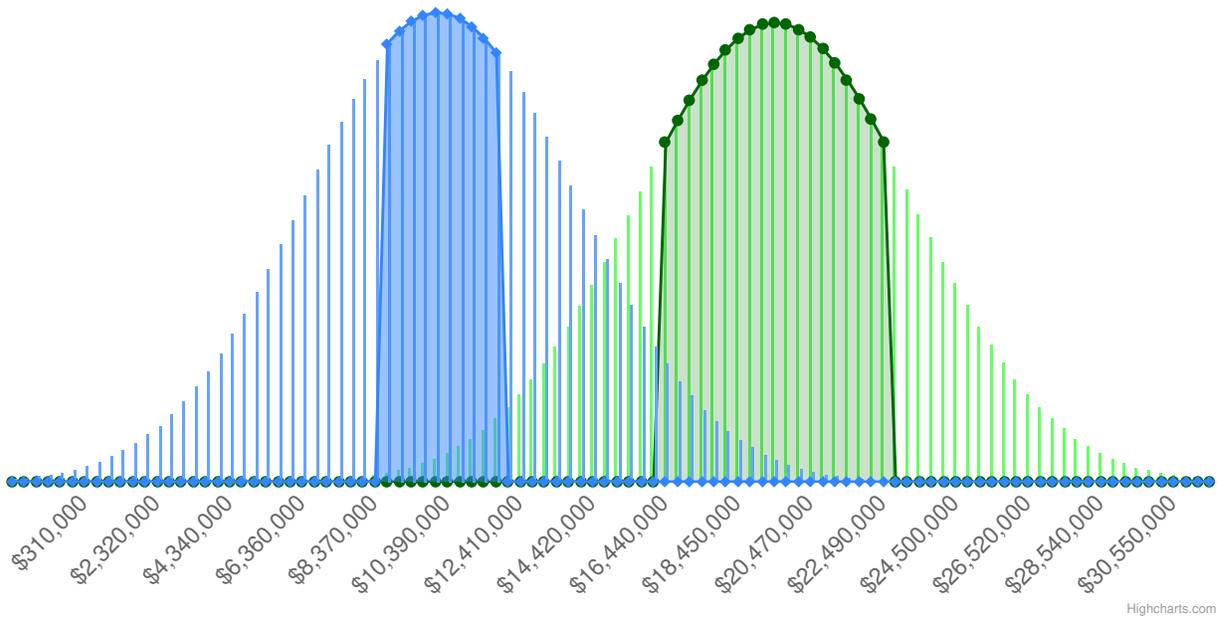
01/26/2022

Glen Cove Machine, Inc.
200 Dosoris Ln
Glen Cove, NY 11542

Glen Cove Machine, Inc.:

Calculated Acquisition Value of: \$19,471,000.

Calculated Equity Value of: \$19,257,000.



General Information about Your Valuation Report

The income statement and balance sheet information used to prepare this report are the representations of the client. We have not audited these statements and cannot offer any degree of assurance upon them.

We have performed the following calculation engagement of a 100% equity interest Glen Cove Machine, Inc., as of 06/30/2017, according to the terms of our engagement letter, which specifies the calculations to be performed. As defined by the AICPA's Statement on Standards for Valuation Services No. 1, a calculation engagement is an engagement to estimate value wherein the valuation analyst and the client agree on the specific valuation approaches and valuation methods that the valuation analyst will use to estimate the value of a subject interest. A calculation engagement generally does not include all the valuation procedures required for a full valuation engagement. If a valuation engagement had been performed, the results might have been different.

By analyzing the statistical variability of data used in the valuation, we can determine the impact of variability on the reliability of the final result. This variability is demonstrated visually using bell curves. Tall, narrow bell curves indicate low expected variability, or a highly reliable result. Short, wide bell curves demonstrate a higher potential for variability, or a less reliable estimate of value.

We also express this numerically with the Reliability Score and the Above Score

- The Reliability Score is the percentage probability that the 'true' value of the business business will be within 17% higher or lower of the calculated value.
- The Above Score is the probability that the true value is greater than 83% of the value estimate. For more about the Reliability Score and Above Score, go to www.MyCompanyValue.com.

The reliability measures are not an expression of assurance on the underlying financial information. They are a measure of the reliability of forward looking projections given the information provided. We applied the three standard approaches commonly used in business valuation: the Income Approach, Market Approach, and Asset Approach.

Equity Value – The equity value of your company is the value of your stock as of a certain date, including all assets and subtracting all liabilities and debt.

Acquisition Value – When businesses are sold, the stated price generally does not include current assets, excess assets, current liabilities, or debt.

The Income Approach

The future earnings of an enterprise are valued based on the rate of return required by investors. The rate of return required is based on the nature of the asset (in this case, an equity investment in a small company), and the risk associated with it. We calculated the risk component associated with Glen Cove Machine, Inc. equity based on: company size, the industry, the degree of customer concentration, and the qualities of its balance sheet. Based on these factors we calculated a required rate of return from equity investors of 13.89% (see Appendix 4).

We adjusted the normalized cash flows for the interest (using a long term expected interest rate of 0.06%) resulting from the anticipated level of debt (\$210,000) available to a hypothetical acquirer, and corporate income taxes if they apply. These cash flows were projected forward five years at the historic growth rate. Beyond the fifth year, a growth rate equaling the expected long-term inflation rate (0.02%) was applied. The present value of the future cash flows is \$21,025,685.

This figure represents the total investment of equity, after adjusting for debt, to achieve the required rate of return from the projected future cash flows. This model assumes a level of debt that grows equally with the long-term growth of the business. The Weighted Average Cost of Capital (WACC) determined based on this projected capital structure is 13.81%.

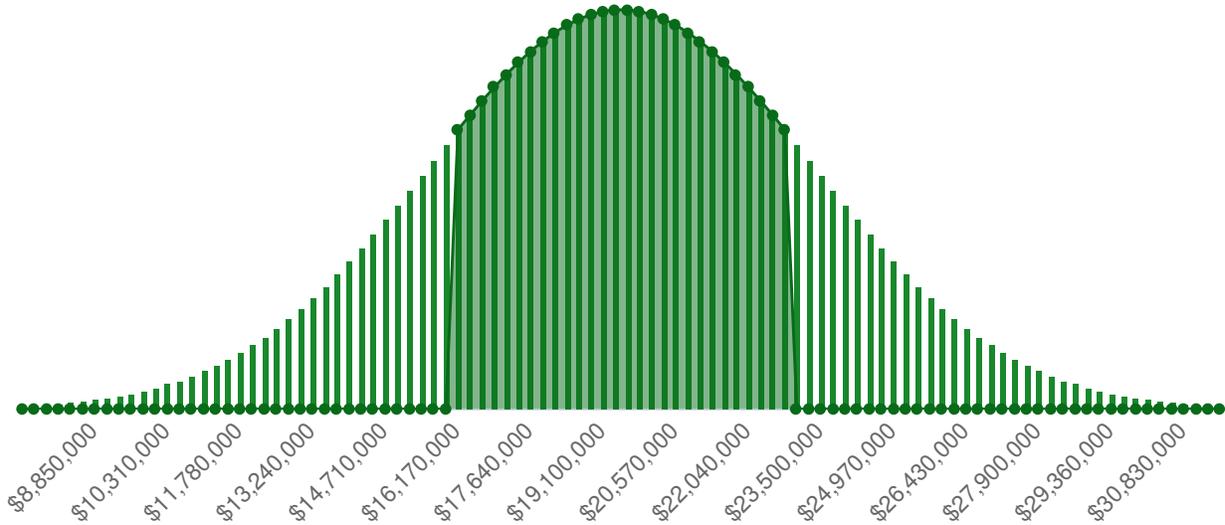
The total amount of invested capital (equity plus debt) includes assets invested in working capital (current assets less current liabilities). At any given time, a business may have more or less working capital on hand than is typically required to operate the business. Therefore, a working capital adjustment is necessary to calculate the value of equity as of a given date. Based on its industry and size, we calculated the net working capital requirement for Glen Cove Machine, Inc. to be \$1,764,371. Based on its actual net working capital of \$832,000 as of 06/30/2017, we determined a working capital adjustment of \$-932,371 is necessary.

An adjustment may be made for other non-current assets included on the balance sheet that are not required to produce the expected cash flows. These are called 'excess assets.' The value of these assets are added to the equity value in the income approach. The formulas used in the Income Approach are included in Appendix 4.

Factoring the random variability of several key factors into over 10,000 iterations of the Income Approach value estimate produces a standard deviation percentage of the mean of 20%, and should be considered very low. The shaded area in the graph below represents the probability of the true value within 17% above or below the value estimate (the Reliability Score).

The Income Approach (continued)

INCOME APPROACH VALUE DISTRIBUTION



Highcharts.com

Present Value of Future Cash Flows:	\$21,025,685
Anticipated Level of Debt:	210,000
Less: calculated Working Capital	(1,764,371)
Acquisition Value:	\$19,471,315
Actual Working Capital:	832,000
Excess Assets:	24,000
Less Actual Long Term Debt:	(1,070,000)
Calculated Value of Equity:	\$19,257,315

Acquisition Value Reliability Score: 60

Acquisition Value Above Score: 80

Equity Reliability Score: 60

Equity Above Score: 80

The value of goodwill or other intangibles (not specifically included in Other Assets) according to the Income Approach is \$19,051,315.

The Market Approach

We calculated the value of Glen Cove Machine, Inc. by comparing it to other companies of similar size in the same industry that have been sold in the last ten years. We searched the DealStats database (a listing of private company transactions) for transactions involving companies with an NAICS code of 333249, and occurring after 1/1/2007. This search produced a group of 109 comparable companies.

We divided each company's acquisition price by its annual sales, and calculated the median value for the group (0.86). When there is a higher correlation between gross profit and selling price than sales and selling price, a gross profit ratio is used instead of a sales ratio (the 'gross profit method'). In this case the gross profit ratio was used. We also divided each company's acquisition price by its operating income (EBIT), and again calculated the median value for the group (7.38).

We multiplied each of these ratios by the appropriate data for Glen Cove Machine, Inc., and blended the two results together based on the ratio of their coefficients of determination (R^2) derived from the group of comparable companies (see the graphs in Appendix Section 6 and the table in Appendix Section 7). The coefficient of determination statistically measures the degree of correlation (how predictably they move together) a group of paired data has.

The measured correlation of the data increases as the R^2 factor approaches one. The sales (or gross profit if used) ratio correlation is weighted four times heavier than the operating income correlation in the blending calculation. This accounts for the comparative variability of operating income compared to sales, and was derived from our analysis of the DealStats database.

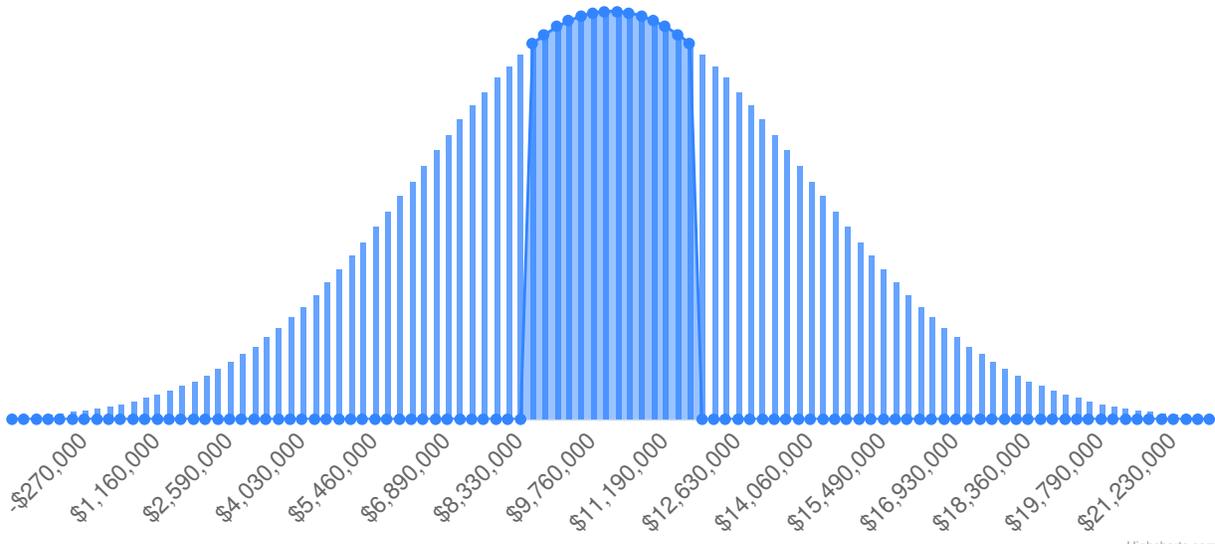
Often in valuations of smaller service companies, the operating profits of the comparable companies have not been properly adjusted for owner/officer compensation, which causes a distorted EBIT multiple. When this occurs we will elect to use the price to sales multiple only. In this case this election was not made.

Because transaction prices are stated without the working capital acquired in the transaction, we must add the value of Glen Cove Machine, Inc.'s actual net working capital. We must also add excess assets, and subtract long-term debt as of the valuation date.

Factoring the random variability of several key factors into over 10,000 iterations of the Market Approach value estimate produces a standard deviation percentage of the mean of 39%, and should be considered low. The shaded area in the graph below represents the probability of the true value within 17% above or below the value estimate (the Reliability Score).

The Market Approach (continued)

MARKET APPROACH VALUE DISTRIBUTION



Acquisition Value of Assets:	\$10,118,009
Actual Working Capital:	832,000
Excess Assets:	24,000
Less Actual Long Term Debt:	(1,070,000)
Calculated Value of Equity:	\$9,904,009

Acquisition Value Reliability Score: 35

Acquisition Value Above Score: 67

Equity Reliability Score: 34

Equity Above Score: 67

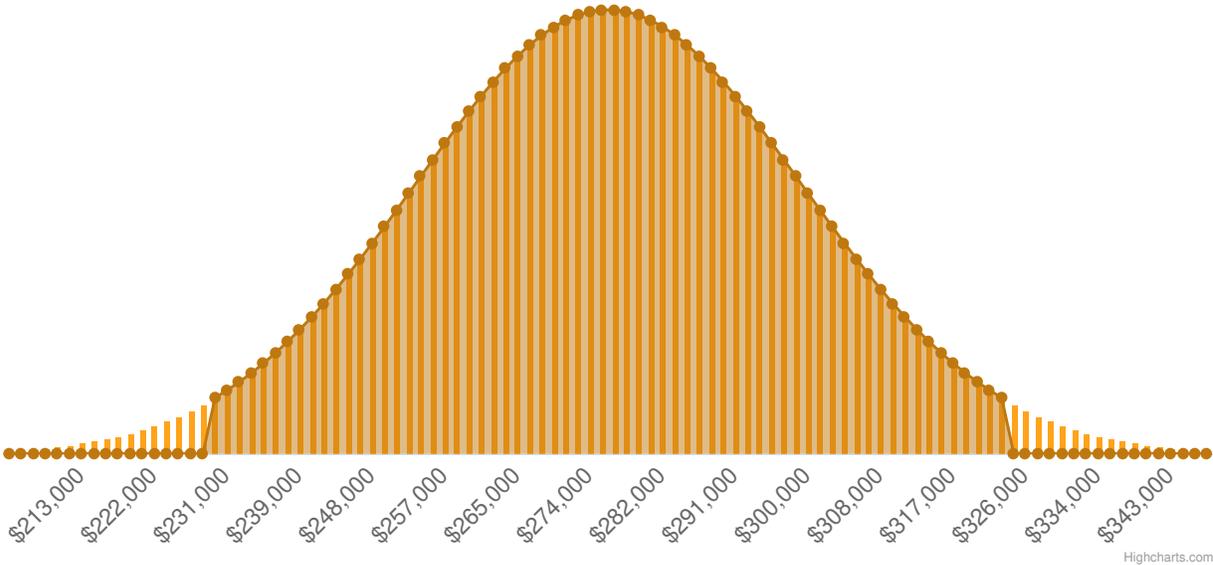
The value of goodwill or other intangibles (not specifically included in Other Assets) according to the Market Approach is \$9,698,009.

The Asset Approach

The table below lists the fair market value of the company's assets and liabilities as of the valuation date (information provided by the client). The Asset Approach does not attempt to measure the value of goodwill, or other company specific intangibles.

Factoring the random variability of several key factors into over 10,000 iterations of the Asset Approach value estimate produces a standard deviation percentage of the mean of 5% , and should be considered very low. The shaded area in the graph below represents the probability of the true value within 17% above or below the value estimate (the Reliability Score).

ASSET APPROACH VALUE DISTRIBUTION



The Asset Approach (continued)

	06/30/2017	Comments
Current Assets	\$832,000	
Fixed Assets	300,000	
Other Assets	120,000	
Total Assets	\$1,252,000	
Current Liabilities	0	
Long Term Liabilities	1,070,000	
Total Liabilities	\$1,070,000	
Net Equity	\$182,000	

Reliability Score: 96

Above Score: 98

The value of goodwill or other intangibles (not specifically included in Other Assets) according to the Asset Approach is \$0.

Key Person Discount

In many small businesses, the goodwill of the business is dependent upon the services of a key individual. This is often due to that person's relationships, knowledge, or skills. Without adequate transition time, the loss of a key person could significantly impact the future operations of the business.

Most often the key individual is also an owner. When the purpose of valuation is a potential sale, it is presumed that the key person will adequately transition their personal goodwill to the buyer, and no discount is necessary. (A portion of the acquisition value is often allocated to a non-compete agreement, consulting agreement, or other contingency agreement.) If the purpose of the valuation is estate, gift, divorce, or IRS requirement, the discount is usually applied.

In this case, a key person discount was not applied.

Conclusion

In this case, the best indication of value was found using the Income Approach. Based on the specific valuation procedures performed, the calculated acquisition value is \$19,471,000, and the Fair Market Value of 100% of the equity of Glen Cove Machine, Inc. as of 06/30/2017 is \$19,257,000.

MCV, Inc.

www.mycompanyvalue.com

Appendix 1: Assumptions & Limiting Conditions

This calculation is based upon the following assumptions:

- Business conditions relating to the industry and competitive environment are not expected to change in a manner that would materially affect the company's earning capacity.
- The normalized cash flows provided fairly represent the cash flows that would be available to a purely financial investor after providing reasonable compensation to officers and paying a fair market value for rent of the business premises.
- Information provided by the client regarding revenue, normalized cash flows, expected growth, and the fair market value of company assets is reasonably accurate.
- The company's future earnings capacity is not dependent upon the employment of a key person, the replacement of whom would be difficult enough to significantly impact the company's future earnings capacity.
- The company has no known environmental violations, or environmental liabilities which are not adequately recognized on the balance sheet.
- The company does not have a probable liability resulting from pending or ongoing litigation that is not adequately recognized on the balance sheet.
- The company's existing equipment is sufficient to maintain operations without unusual need for replacement of assets. The book basis depreciation deducted from normalized cash flows is a reasonable representation of the cash outflows necessary for asset replacement.
- The objective of this analysis is to provide a calculation of the Fair Market Value of 100% of the equity of Glen Cove Machine, Inc. as of 06/30/2017. Fair Market Value is defined as the price at which the property would change hands between a willing buyer and a willing seller, neither being under a compulsion to buy or sell, and both having reasonable knowledge of relevant facts.
- This Estimate of Value relied on a "value in use" or going concern premise. This premise assumes that Glen Cove Machine, Inc. is an ongoing business enterprise with management operating in a rational way with the goal of maximizing shareholder value.

Limiting Conditions:

- We assume no responsibility for a seller's or buyer's inability to obtain a purchase contract based on this estimate.
- Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it, nor may it be used for any purpose by anyone but the client without the previous written consent of the client or us, and in any event, only with proper attribution.
- This estimate contemplates facts and conditions existing as of the valuation date. Events and conditions occurring after that date have not been considered, and we have no obligation to update our report for such events and conditions.
- This engagement cannot be relied upon to disclose errors, fraud, or violations of laws or governmental regulations attributable to the company that may exist.
- The purpose of this report is data testing; this analysis was conducted for this only, and should be used for no other purpose.

Appendix 2: Information You Provided

General Information:

Purpose:	data testing
NAICS:	333249
Approximate FMV of Real Estate:	3
Balance Sheet Date:	06/30/2017
Business Description:	equipment manufacturing
Expected Growth Rate:	10%
Largest Customer Percentage:	15%

Income Statement Information:

YEAR	2013	2014	2015	2016	2017
Info. Not Available	0	0	0	0	0
Not in Business	0	0	0	0	0
Months In Business	12	12	12	12	12
Net Sales	8,853,000	9,486,000	9,247,000	10,113,000	11,512,000
Gross Profit	3,541,000	3,794,000	3,699,000	4,045,000	4,605,000
Interest Expense	0	0	0	0	0
Charitable & Contributions	0	0	0	0	0
Depreciation	0	0	0	0	0
Amortization Expense	0	0	0	0	0
Interest Income	0	0	0	0	0
Dividend Income	0	0	0	0	0
Income Tax Expense	0	0	0	0	0
Owner Salary	0	0	0	0	0
Building/Property Rent	0	0	0	0	0
Net Income	697,000	1,410,000	991,000	1,321,000	1,752,000
Owner Salary Adj.	0	0	0	0	0
Family Salaries	0	0	0	0	0
Owner Vehicle Expenses	0	0	0	0	0
Meals & Entertainment	0	0	0	0	0
Travel	0	0	0	0	0
Rent	0	0	0	0	0
Deprec/Asset Rpl Adj.	0	0	0	0	0
Other	0	0	0	0	0

Balance Sheet Information:

	Book Value	Fair Market	Excess Assets
Cash & Checking	125,000	125,000	
Inventory	225,000	225,000	
Accounts Receivable	482,000	482,000	
Prepays	0	0	
Other	0	0	
Total Current Assets	832,000	832,000	
Equipment	125,000	300,000	24,000
Vehicles	0	0	0
Furniture & Fixtures	0	0	0
Leasehold Improvements	0	0	0
Building	0	0	0
Land	0	0	0
Accumulated Depreciation	0		
Total Fixed Assets	125,000	300,000	24,000
Marketable Intangibles	22,000	120,000	0
Goodwill	0		
Organizational Expenses	0		
Financing Costs	0		
Accumulated Amortization	0		
Investments	0	0	0
Other	0	0	0
Total Other Assets	22,000	120,000	0
Total Assets	979,000	1,252,000	24,000
Accounts Payable – Trade	0	0	
Other Payables	0	0	
Accruals	0	0	
Credit Card	0	0	
Lines of Credit	0	0	
Other	0	0	
Total Current Liabilities	0	0	
Notes Payable	1,070,000	1,070,000	
Notes Payable-Shareholder	0	0	
Other	00	00	
Total Long-Term Liabilities	1,070,000	1,070,000	
Total Liabilities	1,070,000	1,070,000	

Appendix 3: External Information Used

External Sources:

- *Pratt's Stats* database
- *Stocks, Bonds, Bills and Inflation, 2015 Classic Yearbook*, © 2015 Ibbotson Associates, Inc.
- *RMA Statement Studies*, NAICS Code 333249
- *Economic Outlook UpdateTM Q4 2017*, Copyright © 2017 Business Valuation Resources

Additional Comments:

The expected future annual growth rate of sales (provided by the client) is 10.00%. The historic annual growth rate (last four years) is 6.79%. The effective annual growth rate produced by our model is 6.26%. The annual growth rate of sales used in the valuation for the next five years is the model growth rate.

Appendix 4: Income Approach Detail

Formulas Used:

The Build-Up Method was used to determine the discount rate applied to future cash flows.

Build-Up Method: $CE = RF + ERP + SCP + SCR$

- CE_E = cost of equity
- R_F = risk free rate of return
- ERP = equity risk premium
- SCP = small company premium
- SCR = specific company risk premium

Calculating the value of future cash flows: $(NCF_{IC} - (D \times C_D)) \times (1 + g)^n$

- NCF_{IC} = net cash flows to invested capital
- D = total interest-bearing debt
- C_D = after tax¹ interest rate on debt
- g = expected long term growth rate of NCF_{IC}
- n = period number

Calculating the present value of future cash flows: $\frac{(NCF_{IC} - (D \times C_D)) \times (1 + g)^n}{(1 + C_E)^{n \cdot .5}}$

- NCF_{IC} = net cash flows to invested capital
- D = total interest-bearing debt
- C_D = after tax¹ interest rate on debt
- C_E = cost of equity
- g = expected long term growth rate of NCF_{IC}
- n = period number (half-year convention used in denominator)

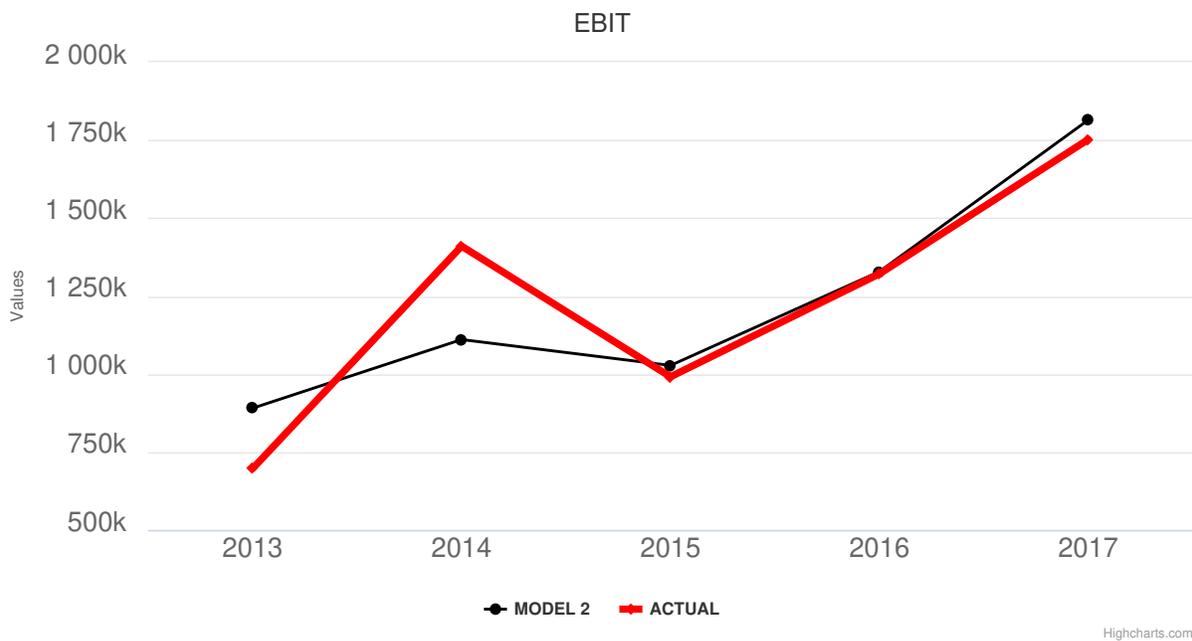
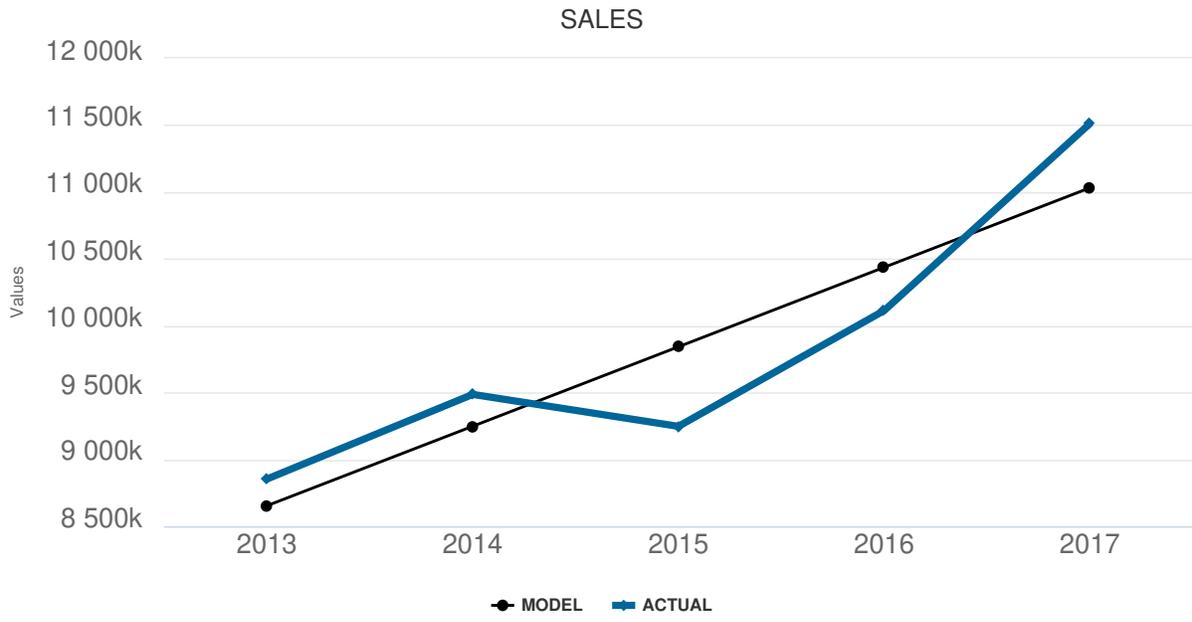
Appendix 5: Financial Projections

Ratio Analysis:

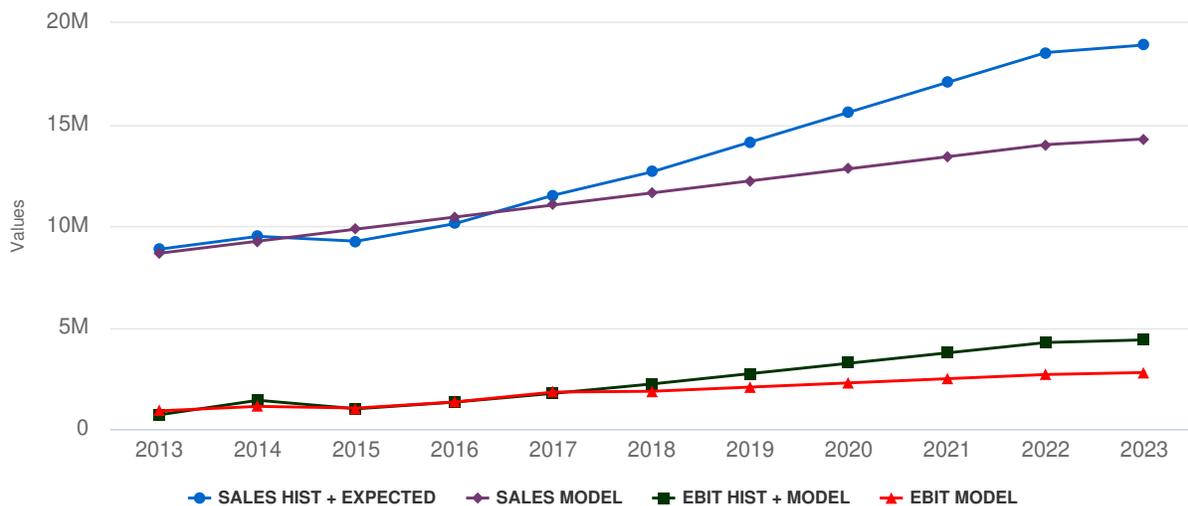
	Company	Industry *	Comp Companies **
Current Assets/Total Assets	66.45%	67.40%	
Current Liabilities/Total Assets	0.00%	41.60%	
Long Term Debt/Total Assets	85.46%	13.80%	
Sales/Total Assets	9.19	1.70	
Operating Income/Sales	15.22%	6.00%	11.70%

* Risk Management Association

** Median data from DealStats comparable companies used in Market Approach



SALES & EBIT HISTORY & MODELS



Highcharts.com

ACTUAL					
	2013	2014	2015	2016	2017
SALES HIST + EXPECTED	8,853,000	9,486,000	9,247,000	10,113,000	11,512,000
EBIT HIST + MODEL	697,000	1,410,000	991,000	1,321,000	1,752,000
PROJECTED INTEREST	0	0	0	0	0
PROJECTED NCF	0	0	0	0	0
TERMINAL VALUE	0	0	0	0	0
SALES MODEL	8,653,200	9,247,700	9,842,200	10,436,700	11,031,200
EBIT MODEL	890,445	1,110,418	1,027,363	1,328,305	1,814,469
PROJECTED INTEREST	0	0	0	0	0
PROJECTED NCF	0	0	0	0	0
TERMINAL VALUE	0	0	0	0	0

PROJECTED						
	2018	2019	2020	2021	2022	2023
SALES HIST + EXPECTED	12,663,200	14,132,448	15,601,696	17,070,943	18,540,191	18,910,995
EBIT HIST + MODEL	2,214,520	2,725,095	3,235,670	3,746,245	4,256,820	4,385,677
PROJECTED INTEREST	13,860	15,468	17,076	18,684	20,292	20,698
PROJECTED NCF	2,200,660	2,709,627	3,218,594	3,727,561	4,236,528	4,364,979
TERMINAL VALUE	0	0	0	0	0	36,722,327
PRESENT VALUE	2,062,134	2,229,469	2,325,338	2,364,681	2,359,858	20,455,308
TOTAL PRESENT VALUE	31,796,788	0	0	0	0	0
SALES MODEL	11,625,700	12,220,200	12,814,700	13,409,200	14,003,700	14,283,774
EBIT MODEL	1,853,980	2,060,574	2,267,167	2,473,760	2,680,354	2,777,682
PROJECTED INTEREST	12,724	13,375	14,026	14,677	15,327	15,634
PROJECTED NCF	1,841,256	2,047,199	2,253,141	2,459,084	2,665,027	2,762,048
TERMINAL VALUE	0	0	0	0	0	23,236,957
PRESENT VALUE	1,725,354	1,684,426	1,627,827	1,559,988	1,484,490	12,943,600
TOTAL PRESENT VALUE	21,025,685	0	0	0	0	0

Appendix 6: Market Approach Calculations

Calculation of the Acquisition Value of Assets under the Market Approach:

	Median	Op Data	Ext Value	R ² *	Weight**	Ext Value
Px/Sales	0.86	11,625,700	9,969,038	0.62	0.77	0
Px/GP	2.00	4,650,266	9,300,532	0.79	0.81	7,567,843
Px/EBIT	7.38	1,853,980	13,688,492	0.72	0.19	2,550,166
Total						10,118,009

* R²: Coefficient of Determination, a statistical measurement that measures how well one variable (in this case, the operating data, either Sales, Gross Profit, or EBIT) predicts a second variable (Price), 1.0 being a perfect predictor.

** Weight: Based on our analysis of over 14,000 small business transactions, the smallest variance was achieved by selecting either the Px/Sales ratio or the Px/GP ratio based on which had the higher R2 value, then blending it with Px/EBIT based on an 80/20 blend, further modified by the comparative R2 value (of either the Px/Sales or Px/GP compared to Px/EBIT).

Appendix 7: Terms of Engagement Letter

This is our Calculation of Value Engagement letter. It's not a contract binding you to payment, just an explanation of the procedures we will perform when we value your company. Please review and indicate your agreement by signing below.

We will perform a calculation of value of 100% of the equity of your company, as of the balance sheet date you provide. As defined by the AICPA's Statement on Standards for Valuation Services No. 1, a calculation engagement is an engagement to estimate value wherein the business valuation analyst and the client agree on the specific approaches and methods that the analyst will use and the extent of procedures the analyst will perform to estimate the value of a subject interest. A calculation engagement generally does not include all of the valuation procedures required in a full business valuation engagement. If a full business valuation engagement had been performed, the results might have been different.

We will employ three methods in this calculation, and compare the results. The following is a short description of the calculations performed under each method

Income Basis

1. Estimate the Rate of Return required by equity investors using data provided by Stocks, Bonds, Bills and Inflation, Classic Edition 2020 Yearbook, and Duff & Phelps data.
2. Approximate a hypothetical acquirer's debt and long term interest rate.
3. Project future cash flows based on your expected growth rates and long term inflation rates (using data provided by Economic Outlook Update™ from Business Valuation Resources), after adjusting for projected interest expenses and income taxes (as applicable).
4. Determine the present value of future cash flows.
5. Approximate the required level of net working capital based on industry data from RMA Statement Studies, and determine if an adjustment for working capital is necessary.
6. Calculate the Weighted Average Cost of Capital.
7. Calculate the value of equity – Income Basis.

In this calculation, the client will provide estimates of the business's projected revenue, cash flows, projected growth, and fair market value of assets. We have not audited the financial information provided and offer no opinion regarding the company's financial statements. The information provided by the client is presumed to be accurate and complete.

Market Basis

We will calculate the value of your company by comparing it to other companies of similar size in the same industry that have been sold in the last ten years. We will search DealStats database (a listing of private company transactions) for transactions involving companies with the same NAICS code, and annual sales in a range of your company, occurring in the last ten years. Where applicable, we may limit the search to transactions where the acquirer purchased the stock or the assets of the selling company.

We will divide each company's acquisition price by its annual sales, and calculate the median

value for the group. We will also divide each company's acquisition price by its operating income, and again calculate the median value for the group. We will multiply each of these ratios by the appropriate data for your company, and proportionally blend the values based on the R squared attributes of the group. We will calculate the value of equity – market basis, after making appropriate adjustments for net working capital, excess assets, and long term debt.

Asset Basis

We will use the fair market value of assets and liabilities information you provide as an additional basis of value, and compare it to the results of our calculations.

We will compare our findings from each basis of calculation, and recommend the most appropriate calculation method in our opinion. Our fee for the service will be \$499 per report generated. We require full payment before we complete your report. Fees for additional services you request will be billed at our standard hourly rate. Our service is subject to the following limiting conditions:

Limiting Conditions

1. We assume no responsibility for a seller's or buyer's inability to obtain a purchase contract based on this calculation.
2. Possession of this report, or a copy thereof, does not carry with it the right of publication of all or part of it, nor may it be used for any purpose by anyone but the client without the previous written consent of the client or us, and in any event, only with proper attribution.
3. Our compensation is not contingent on an action or event resulting from the use of this report.
4. This calculation contemplates facts and conditions existing as of the calculation date. Events and conditions occurring after that date have not been considered, and we have no obligation to update our report for such events and conditions.
5. This engagement cannot be relied upon to disclose errors, fraud, or violations of laws or governmental regulations attributable to the company that may exist.
6. We have not audited the financial information provided upon which this valuation is based. Information provided by the client about the subject company's results from operations, financial position, and future expectations are presumed to be accurate.

By signing below I acknowledge that I understand and accept: the procedures to be performed in, limiting conditions appertaining to, and the general terms of this engagement.