

SAMPLE OF COMPLETED
CONFIDENTIAL BUSINESS PROFILE

CONFIDENTIAL BUSINESS PROFILE

FOR

A B & O MANUFACTURING COMPANY, INC.

PREPARED BY

JOHN (OVANES) MIKAELIAN, I.B.A., C.B.I., B.C.B.

INSTITUTE OF BUSINESS APPRAISERS

CERTIFIED BUSINESS INTERMEDIARY

BOARD CERTIFIED BROKER

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PROPRIETARY AND CONFIDENTIAL INFORMATION

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Listing #030403

I. BUSINESS DESCRIPTION GENERAL MACHINE SHOP SUPPLYING
THREADED RODS AND NUTS

II. PURCHASE PRICE \$490,000.00 + Inventory and
receivables

NOTE: The inventory of raw material and finished product averages approximately \$50,000.00. The receivables average \$50,000.00 or under, and are all current (see details in the prospectus.)

III. ANNUAL GROSS SALES \$ 384,455.00 - 2001 (6 months)
\$ 928,216.00 - 2000
\$1,052,933.00 - 1999
\$1,136,775.00 - 1998

IV. ANNUAL NET PROFIT \$ 127,576.00 - 2001 (6 months)
BEFORE OWNER'S \$ 332,235.00 - 2000
COMPENSATION (CASH FLOW) \$ 423,721.00 - 1999
\$ 451,693.00 - 1998

V. LOCATION, TERMS OF LEASE

LOCATION

Business Name: A B & O Manufacturing Co., Inc.
Address: 1850 W. Grand Avenue
Chicago, Illinois 60622

TERMS OF LEASE

Base Rent: \$3,000.00 per month
Real Estate Taxes: \$14,977.00 per year
Building Size: 9,485. Square feet
Lease Terms: One year
Security Deposit: Two months

NOTE: The real estate taxes and all building maintenance to be paid by the buyer.

VI. BUSINESS HISTORY

A B & O Manufacturing Company, Inc. was established in January, 1950 by Clayton Amrine, Norman Baugh and Frank O'Beid. Mr. Amrine and Mr. Baughn were silent partners and were bought out in 1952.

The company operated as a general machine shop producing only threaded rod and custom threading. During the Korean War, they were awarded an exclusive contract to supply activating mechanisms for hospital beds and over bed tables.

During 52 years of operating, A B & O has sustained one losing year, 1950.

VII. BUSINESS DESCRIPTION

Today, A B & O operates as a general machine shop supplying threaded rods and nuts to approximately 1,900 customers.

Specific products include external threads cut by lead screw or rolled; rolled steel studs (single or double end); special and standard nuts tapped by lead screw. A B & O offers nuts in over 50 diameters and pitches, available from one-quarter-inch to twelve-inches, right hand and left hand.

VIII. MAJOR COMPETITORS

Major competitors in the field are Production Threaded Parts in North Branch, Michigan, and Keystone Threaded Products in Cleveland, Ohio.

IX. TOP CUSTOMERS

McMaster Carr Supply Company (Rep. 70% of Sales)	Prior to 1989
Rubbermaid	Prior to 1990
Fastenal	Prior to 1990
O/K Durable Packaging	Prior to 1990
Emhart Powers	Prior to 1990
Des Moines Industrial Products	Prior to 1996
Damark	Prior to 1996
Porter Athletic Equipment Co.	Prior to 1996
Metal Works	Prior to 1996
Landoll	Prior to 1996

X. SALES BREAKDOWN FOR 2001

<u>Item</u>	<u>January</u>	<u>February</u>	<u>March</u>	<u>April</u>
Freight	\$ 487.50	\$ 364.34	\$ 242.50	\$ 176.68
Stud/Wing	6,388.12	7,137.98	5,568.08	6,967.49
Brs. Nuts	4,374.73	4,521.60	3,036.55	2,906.69
Flng. Nut	8,082.22	4,619.07	4,004.69	6,389.99
Hex Nuts	20,407.87	5,344.02	3,201.43	3,950.96
Coup Nuts	10,927.88	11,109.65	13,282.23	7,025.68
B7 Rod	66.96	203.22	-0-	554.10
S/S Rod	9,970.89	11,903.06	11,914.75	5,455.72
Carbon Rod	8,422.29	11,378.69	11,596.80	8,427.86
Others	<u>21,450.75</u>	<u>10,036.53</u>	<u>11,832.63</u>	<u>16,305.00</u>
Total	<u>\$90,579.21</u>	<u>\$66,618.15</u>	<u>\$64,679.66</u>	<u>\$58,160.17</u>

<u>Item</u>	<u>May</u>	<u>June</u>	<u>July</u>	<u>August</u>
Freight	\$ 283.68	\$ 196.57	\$ 104.21	\$ 140.51
Stud/Wing	3,950.35	3,407.96	2,856.54	4,814.08
Brs. Nuts	3,993.56	2,862.35	1,807.24	2,622.10
Flng. Nut	7,821.55	6,102.07	2,114.76	5,200.25
Hex Nuts	3,762.90	5,766.35	2,822.19	7,653.78
Coup Nuts	6,978.94	5,209.15	6,269.89	5,368.11
B7 Rod	-0-	-0-	-0-	53.53
S/S Rod	10,544.92	9,769.49	8,911.05	12,852.41
Carbon Rod	7,260.52	7,223.70	5,659.30	12,001.39
Others	<u>14,732.17</u>	<u>8,887.77</u>	<u>7,442.78</u>	<u>6,462.29</u>
Total	<u>\$59,328.48</u>	<u>\$49,4215.55</u>	<u>\$37,967.96</u>	<u>\$57,168.45</u>

XI. FINANCIAL SUMMARY

STATEMENT OF INCOME AND EXPENSES
2001
(6 Months)

<u>INCOME</u>	<u>AMOUNT</u>	<u>TOTAL</u>
SALES		<u>\$384,455.00</u>
TOTAL GROSS SALES		<u>\$384,455.00</u>
COST OF SALES		
BEGINNING INVENTORY	\$ 58,524.00	
EMPLOYEE RELATIONS	-0-	
FACTORY LABOR	49,520.00	
FACTORY SUPPLIES & EXP.	7,627.00	
FREIGHT IN	1,977.00	
INSURANCE/GENERAL	4,181.00	
LICENSE & INSPECTION	80.00	
PROCESSING (SUB CONT.)	17,147.00	
PURCHASES/MATERIALS	108,064.00	
UTILITIES & WATER	9,082.00	
LESS ENDING INVENTORY	<u>< 31,930.00 ></u>	
TOTAL COST OF SALES		<u>\$ <224,272.00 ></u>
TOTAL GROSS PROFIT IN SALES		<u>160,183.00</u>
LESS OPERATING EXPENSES		<u>< 40,175.00 ></u>
OTHER MISCELLANEOUS INCOME		<u>7,568.00</u>
PROFIT BEFORE OWNER'S COMPENSATION (CASH FLOW)		<u>\$127,576.00</u>
LESS DISCRETIONARY EXPENSE		<u>< 86,104.00 ></u>
NET PROFIT OR LOSS PER P.L.S. OR TAX RETURN		<u>\$ 41,472.00</u>

XI. FINANCIAL SUMMARY (CONTINUED)

STATEMENT OF INCOME AND EXPENSES
2000

<u>INCOME</u>	<u>AMOUNT</u>	<u>TOTAL</u>
SALES		<u>\$928,216.00</u>
TOTAL GROSS SALES		<u>\$928,216.00</u>
COST OF SALES		
BEGINNING INVENTORY	\$ 62,466.00	
EMPLOYEE RELATIONS	95.00	
FACTORY LABOR	107,840.00	
FACTORY SUPPLIES & EXP.	17,199.00	
FREIGHT IN	5,950.00	
INSURANCE/GENERAL	8,526.00	
LICENSE & INSPECTION	165.00	
PROCESSING (SUB CONT.)	49,928.00	
PURCHASES/MATERIALS	260,376.00	
UTILITIES & WATER	12,383.00	
LESS ENDING INVENTORY	<u>< 58,524.00 ></u>	
TOTAL COST OF SALES		<u>\$<466,404.00 ></u>
TOTAL GROSS PROFIT IN SALES		<u>461,812.00</u>
LESS OPERATING EXPENSES		<u><132,338.00 ></u>
OTHER MISCELLANEOUS INCOME		<u>2,761.00</u>
PROFIT BEFORE OWNER'S COMPENSATION (CASH FLOW)		<u>\$332,235.00</u>
LESS DISCRETIONARY EXPENSE		<u><231,657.00 ></u>
NET PROFIT OR LOSS PER P.L.S. OR TAX RETURN		<u>\$100,578.00</u>

XI. FINANCIAL SUMMARY (CONTINUED)

OPERATING EXPENSES

	<u>2001</u> <u>(6 Months)</u>	<u>2000</u>
ADVERTISING	\$ 4,836.00	\$ 17,852.00
BAD DEBTS	-0-	401.00
BASE RENT & R.E. TAXES	16,800.00	43,223.00
DUES AND SUBSCRIPTIONS	-0-	178.00
FREIGHT OUT	-0-	701.00
INSURANCE/MEDICAL EMPLOYEES	2,562.00	5,998.00
OPERATING SUPPLIES & EXPENSES	392.00	5,483.00
PENSION, PROFIT SHARING/ EMPLOYEES	-0-	13,502.00
PROFESSIONAL SERVICES	-0-	5,628.00
REPAIRS AND MAINTENANCE/ EQUIPMENT & BUILDING	2,364.00	11,037.00
TAX/FRANCHISE	-0-	50.00
TAX/OTHER	1,799.00	2,603.00
TAX/PAYROLL	9,283.00	20,957.00
TELEPHONE	<u>2,137.00</u>	<u>4,725.00</u>
TOTAL OPERATING EXPENSES	<u>\$40,175.00</u>	<u>\$132,338.00</u>

NOTE: ALL OF THE ABOVE FIGURES ON THE OPERATING EXPENSES STATEMENT ARE BEFORE OWNERS NOTES, DRAWS, SALARY, DEPRECIATION, AUTO EXPENSE, INSURANCE AND ALL OTHER DISCRETIONARY EXPENSES.

XI. FINANCIAL SUMMARY (CONTINUED)

DISCRETIONARY EXPENSES

	<u>2001</u> <u>(6 Months)</u>	<u>2000</u>
AUTO EXPENSES	\$ -0-	\$ 7,141.00
DEPRECIATION/ MACHINERY & EQUIPMENT	-0-	1,806.00
MEALS/ENTERTAINMENT	-0-	239.00
INSURANCE/GROUP OFFICERS	3,678.00	-0-
INSURANCE/GROUP SON	2,886.00	5,772.00
PENSION, PROFIT SHARING/ OFFICERS	-0-	7,500.00
PENSION, PROFIT SHARING/ SON	-0-	17,897.00
RETIREMENT PAYMENT TO FATHER	-0-	18,000.00
SALARY/OFFICERS	34,242.00	53,991.00
SALARY/SON	<u>45,298.00</u>	<u>119,311.00</u>
TOTAL DISCRETIONARY EXPENSES	<u>\$86,104.00</u>	<u>\$231,657.00</u>

XI. FINANCIAL SUMMARY (CONTINUED)

STATEMENT OF INCOME AND EXPENSES
1999

<u>INCOME</u>	<u>AMOUNT</u>	<u>TOTAL</u>
SALES		<u>\$1,052,933.00</u>
TOTAL GROSS SALES		<u>\$1,052,933.00</u>
COST OF SALES		
BEGINNING INVENTORY	\$ 81,463.00	
EMPLOYEE RELATIONS	107.00	
FACTORY LABOR	110,006.00	
FACTORY SUPPLIES & EXP.	17,210.00	
FREIGHT IN	7,651.00	
INSURANCE/GENERAL	9,055.00	
LICENSE & INSPECTION	125.00	
PROCESSING (SUB CONT.)	37,801.00	
PURCHASES/MATERIALS	294,218.00	
UTILITIES & WATER	9,383.00	
LESS ENDING INVENTORY	<u>< 62,466.00 ></u>	
TOTAL COST OF SALES		<u>\$ <504,553.00 ></u>
TOTAL GROSS PROFIT IN SALES		<u>548,380.00</u>
LESS OPERATING EXPENSES		<u><127,286.00 ></u>
OTHER MISCELLANEOUS INCOME		<u>2,627.00</u>
PROFIT BEFORE OWNER'S COMPENSATION (CASH FLOW)		<u>\$423,721.00</u>
LESS DISCRETIONARY EXPENSE		<u><265,678.00 ></u>
NET PROFIT OR LOSS PER P.L.S. OR TAX RETURN		<u>\$158,043.00</u>

XI. FINANCIAL SUMMARY (CONTINUED)

STATEMENT OF INCOME AND EXPENSES
1998

<u>INCOME</u>	<u>AMOUNT</u>	<u>TOTAL</u>
SALES		<u>\$1,136,775.00</u>
TOTAL GROSS SALES		<u>\$1,136,775.00</u>
COST OF SALES		
BEGINNING INVENTORY	\$ 80,290.00	
EMPLOYEE RELATIONS	146.00	
FACTORY LABOR	99,079.00	
FACTORY SUPPLIES & EXP.	16,540.00	
FREIGHT IN	10,262.00	
INSURANCE/GENERAL	8,723.00	
LICENSE & INSPECTION	195.00	
PROCESSING (SUB CONT.)	38,835.00	
PURCHASES/MATERIALS	379,466.00	
UTILITIES & WATER	9,806.00	
LESS ENDING INVENTORY	<u>< 81,463.00 ></u>	
TOTAL COST OF SALES		<u>\$ <561,879.00 ></u>
TOTAL GROSS PROFIT IN SALES		<u>574,896.00</u>
LESS OPERATING EXPENSES		<u><125,830.00 ></u>
OTHER MISCELLANEOUS INCOME		<u>2,627.00</u>
PROFIT BEFORE OWNER'S COMPENSATION (CASH FLOW)		<u>\$451,693.00</u>
LESS DISCRETIONARY EXPENSE		<u><261,536.00 ></u>
NET PROFIT OR LOSS PER P.L.S. OR TAX RETURN		<u>\$190,157.00</u>

XI. FINANCIAL SUMMARY (CONTINUED)

OPERATING EXPENSES

	<u>1999</u>	<u>1998</u>
ADVERTISING	\$ 18,461.00	\$ 18,352.00
BAD DEBTS	-0-	1,218.00
BASE RENT & R.E. TAXES	41,908.00	40,896.00
DUES AND SUBSCRIPTIONS	142.00	-0-
FREIGHT OUT	353.00	173.00
INSURANCE/MEDICAL EMPLOYEES	4,152.00	6,410.00
OPERATING SUPPLIES & EXPENSES	8,452.00	6,323.00
PENSION, PROFIT SHARING/ EMPLOYEES	11,450.00	11,570.00
PROFESSIONAL SERVICES	3,450.00	3,000.00
REPAIRS AND MAINTENANCE/ EQUIPMENT & BUILDING	11,773.00	11,421.00
TAX/FRANCHISE	50.00	-0-
TAX/OTHER	2,862.00	2,233.00
TAX/PAYROLL	20,155.00	20,089.00
TELEPHONE	<u>4,078.00</u>	<u>4,462.00</u>
TOTAL OPERATING EXPENSES	<u>\$127,286.00</u>	<u>\$125,830.00</u>

NOTE: ALL OF THE ABOVE FIGURES ON THE OPERATING EXPENSES STATEMENT ARE BEFORE OWNERS NOTES, DRAWS, SALARY, DEPRECIATION, AUTO EXPENSE, INSURANCE AND ALL OTHER DISCRETIONARY EXPENSES.

XI. FINANCIAL SUMMARY (CONTINUED)

DISCRETIONARY EXPENSES

	<u>1999</u>	<u>1998</u>
AUTO EXPENSES	\$ 9,327.00	\$ 4,424.00
COVENANT NOT TO COMPETE	3,125.00	12,500.00
DEPRECIATION/ MACHINERY & EQUIPMENT	2,066.00	3,711.00
MEALS/ENTERTAINMENT	414.00	420.00
INSURANCE/GROUP SON	4,772.00	5,772.00
PENSION, PROFIT SHARING/ OFFICERS	7,500.00	7,500.00
PENSION, PROFIT SHARING/ SON	21,581.00	20,032.00
RETIREMENT PAYMENT TO FATHER	18,000.00	18,000.00
SALARY/OFFICERS	53,991.00	53,991.00
SALARY/SON	143,872.00	133,750.00
TRAVEL	<u>30.00</u>	<u>1,436.00</u>
TOTAL DISCRETIONARY EXPENSES	<u>\$265,678.00</u>	<u>\$261,536.00</u>

XII. ACCOUNTS RECEIVABLE SUMMARY

As of June 30, 2001, the receivables were \$47,226.00 and the majority, especially their biggest accounts, pay in ten (10) days so they can deduct the discount. Otherwise, payment is within thirty (30) days.

XIII. EMPLOYEE CHART

<u>NAME</u>	<u>FULL/ PART-TIME</u>	<u>WAGES</u>	<u>HIRE DATE</u>
Marcelino Soto	Full-time	\$9.50/Hr.	04/16/82
Ramon Ocon	Full-time	\$7.95/Hr.	08/22/84
Cristobal Vega	Full-time	\$6.95/Hr.	09/22/98
Delfino Lopez	Full-time	\$6.30/Hr.	10/11/99
Melquiades Baez	Full-time	\$6.30/Hr.	08/30/01
Rosalio Najera	Full-time	\$6.30/Hr.	10/17/01

XIV. TRAINING

The owner will train the buyer(s) for two (2) weeks, full-time (40 hours per week) and two (2) weeks part-time (25 hours per week), at owners expense. All training will be done after closing on the sale of the business.

XV. REASON FOR SELLING

The owner is retiring.

XVI. SHOWING OF THE BUSINESS

At the owner's request, to maintain confidentiality and to avoid disruption of the Company, all discussions concerning this Confidential Business Profile or questions about the Company should be channeled through Venture Business Brokers, Ltd., and there should be no direct contact with the Company or its personnel.

XVII. OWNERS DISCLOSURE

ALL OF THE ABOVE INFORMATION STATED IN THIS CONFIDENTIAL BUSINESS PROFILE HAS BEEN SUPPLIED TO US BY THE OWNER/SELLER AND AGREES IT IS TRUE AND ACCURATE. OWNER/SELLER SHALL INDEMNIFY AND SAVE AND HOLD V.B.B., LTD. AND ITS AGENTS HARMLESS FROM ALL CLAIMS, DISPUTES, LITIGATIONS, JUDGMENTS AND COSTS ARISING FROM ANY MISREPRESENTATIONS MADE BY OWNER/ SELLER, INCORRECT INFORMATION SUPPLIED BY SELLER OR PROBLEMS WITH THE BUSINESS WHICH WOULD TEND TO DECREASE THE VALUE OF THE BUSINESS OR ANY OTHER LATENT DEFECTS OF THE BUSINESS WHICH ARE KNOWN TO THE OWNER/SELLER AND THE OWNER/SELLER FAILS TO DISCLOSE.

THE INFORMATION CONTAINED WITHIN THIS CONFIDENTIAL BUSINESS PROFILE IS SUBJECT TO CHANGE DUE TO UP DATE INFORMATION PROVIDED BY THE SELLER AT ANY TIME.

SELLER: _____

XVIII. BROKERS DISCLOSURE & QUALIFICATIONS OF PURCHASER(S)

To better qualify our Buyers, at the time an Offer to Purchase is submitted on this business, the offer must be accompanied by a personal financial statement. If there is more then one Purchaser, then we will request that they provide us with personal financial statements on all parties involved.

XIX. FINANCING

VENTURE BUSINESS BROKERS, LTD., can assist the buyer with different financial sources. Or if the owner(s) will assist with financing, describe the terms and what percentage of purchase price.

EXHIBIT "A"*

DESCRIPTION OF EQUIPMENT & FIXTURES

<u>MACHINERY/EQUIPMENT</u>		<u>Age In Yrs.</u>
Various	Mechanical tools	51
Various	Spray equipment	51
One (1)	Drill press bench	50
One (1)	Refrigerator	50
Various	Drill presses	50
One (1)	Mill	50
One (1)	Polisher	50
One (1)	Threading machine (rebuilt in 1983)	49
One (1)	Tapping machine	49
One (1)	24-inch exhaust fan	49
One (1)	Drill press	47
One (1)	Threading machine (rebuilt in 1994)	46
One (1)	Drill press	45
One (1)	Grinder	45
One (1)	Cut-off machine	44
One (1)	Tapper-drill press	43
One (1)	Lathe	43
One (1)	Drill press	43
One (1)	#8 mill	42
One (1)	Clausing lathe	42
One (1)	Dust collector and exhaust	41
One (1)	Delta abrasive finishing machine	41
One (1)	Bridgeport vertical mill	41
One (1)	Threading machine (rebuilt in 1995)	41
Various	Fluorescent fixtures	41
Various	Photo equipment	41
One (1)	Delta 17-inch drill press	40
One (1)	Cincinnati mill	40
One (1)	Three-way drill and tapping machine	40
One (1)	Stencil machine	40
One (1)	Water cooler	40
One (1)	Clausing drill press	39
One (1)	Lathe (model UM-56P)	39

*Please note this list is pending final approval by Sumi Heineman and Laurel O'Beid.

EXHIBIT "A"*

DESCRIPTION OF EQUIPMENT & FIXTURES (CONTINUED)

		<u>Age</u> <u>In Yrs.</u>
<u>MACHINERY/EQUIPMENT (CONT'D.)</u>		
One (1)	Clausing drill press	38
One (1)	Matte drill (5-speed)	38
One (1)	Scale	38
One (1)	Automatic milling machine	38
Various	Lockers	38
One (1)	Welder	38
One (1)	Clausing drill press	38
One (1)	Roll threader	38
One (1)	Rheem hot water heater	37
One (1)	#8 DiAcro electric bender	37
One (1)	15 HP West Air compressor	37
One (1)	Clausing drill press	37
Six (6)	Steel lockers	37
One (1)	Milling machine (model EA)	36
One (1)	Two-spindle drill machine (model A-D)	36
One (1)	Three-spindle drill machine	36
One (1)	Clausing drill press	35
One (1)	Threading machine	35
One (1)	Wagner cut-off saw	34
One (1)	Peerless #210-6 boiler	34
One (1)	Clausing #223-501	33
One (1)	Belt sander	33
One (1)	Universal automatic two-spindle	32
One (1)	20-inch clausung drill press	32
One (1)	Clausing lathe	29
One (1)	Thread rolling machine	26
One (1)	#612 band saw	25
One (1)	#81076 U-B bench grinder	25
One (1)	Chain-link fence	25
One (1)	Burr bench	24
One (1)	Universal Turret lathe	24
One (1)	Brown & Sharpe screw machine	22

*Please note this list is pending final approval of Sumi Heineman and Laurel O'Beid.

EXHIBIT "A"*

DESCRIPTION OF EQUIPMENT & FIXTURES (CONTINUED)

		<u>Age In Yrs.</u>
<u>MACHINERY/EQUIPMENT (CONT'D.)</u>		
Nine (9)	Overhead fans	21
One (1)	Brown & Sharpe screw machine	18
One (1)	Turret lathe	16
One (1)	Turret lathe	15
One (1)	Abbel-Howe 2000 lb. crane	13
Two (2)	Turret lathe (used)	8
One (1)	Do-all saw #C-916M	8
One (1)	Hammond belt grinder	5
<u>OFFICE FURNITURE & EQUIPMENT</u>		
One (1)	Desk	21
Three (3)	Chairs	21
One (1)	Sears Color TV	20
One (1)	Paging system	19
One (1)	Cannon PC20 Copier	18
One (1)	Epson QX10 Computer w/printer	18
One (1)	#2 CFD Class "D" fireproof legal file	17
One (1)	Office chair	15
One (1)	Phone system	15
Various	Computer hardware	9
One (1)	Laser printer	9
One (1)	Printer computer	9
Four (4)	Office chairs	8
One (1)	Fax machine	5
One (1)	Leather sleeper/sofa	5
One (1)	Artificial tree	5
Two (2)	Table planters	5
One (1)	IBM typewriter	4
One (1)	Ameritech telephone system	3
One (1)	Y2K computer software	3

*Please note this list is pending final approval of Sumi Heineman and Laurel O'Beid.

L.O.