"<u>Advanced Investment Strategies</u> for Buying or Selling a

Self Service Carwash"

WCA Show October 7 – 9, 2007

Presented

by:

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Broker / President

A.B.I. & Car Wash Brokers, Inc.

Advanced Investment Strategies for Buying or Selling Self Service Car Washes

Roger A. Pencek

President / MBA / Broker

1.	<i>I</i> -	Introduction (RAP)
2.		Outline
		. Existing Car Washes
		. Buy Low, Sell High – Buy an Investment
		. Determine Values
		. Practice + Current Transaction Process (Positioning)
	П-	Values: Technical (MAI) vs. Practical)Opinion or Value)
		. MAI (\$2,500 – 3,500) Appraisals – Bank Ready
		. Cost Approach (Reproduction)
		. Income Approach (Gross Sales)
		. Comparables Approach (Current Sales)
		. "Opinion of Value" – (\$1,000 – 1,500) Not Bank Approved (Per Location)
		. Map (variation of land 40% of car wash value)
3.		<u>Cost Approach – Reproduction of Assets</u>
		. Building + Equipment: \$75K per Bay, \$300K per Auto Wash
4.		<u>Land (C-2 S.U.P.) (30 – 40K's F) @ \$12 – 15 p/s F = \$450K</u>
		. Total \$1.3M
5.		Income Approach
		. Gross Sales not EBIDTA (Fluctuates)
		. 4 – 6 X's Gross Sales (Reported + Verified)
		. Industry Standards (\$2K per Bay per Month, Auto ½)
		. Variation of 4 – 6 X's: Geography (Map)
		. Condition of Equipment, Ownership (Semi vs. On Site)
		. Books + Records (Validates Cash Business) 3 L's
		. Neighborhood Condition (Transition)
		. Comparables (Not Applicable)
6.		<u>Summary – Two Value Techniques (Should be Also Compared)</u>
	Ш-	Historic vs. Current Strategies
7.		<u> Picture (Photo Gallery) Now + Then (variance)</u>
		. Construction + Zoning (C-2) (S.U.P.)
		. Neighborhood Opposition (24 Hour Business)
		. Cost Increased 23% since 2003!
		. Rural + Nitch Business (Urban Land + Zoning)
		. Leased Properties Popular due to Land Costs

8.		<u> Preparation of Self – "Packaging" – (Bank Ready)</u>
<i>9</i> .	IV-	Books, Records, IRS, P&L (Last Buyers), Etc
		. (P&L with Recast) Line Items (CAP Rates - % of Chemicals + Utilities)
10.		<u>Purchase Agreement – (90 – 120 Days) Traditional</u>
	<i>V</i> –	Confidentiality Form
		. Contingency Period (2 – 4 Weeks)
		. Obtain Financing (45 – 60 Days) 20% Down
		. C.O.E. (Close of Escrow)
	<i>VI</i> –	Strategies:
		. 1031 Exchange Buyers (60 Days Elect – 180 C.O.E.)
		. Foreign Investors (\$1M Purchase, ½ USR Employee)
		. Seller Carry Beck (Promissory Note)
		. Seller Avoid Capital Gains (20% Down)
		. Buyer <u>No Bank Fees or Loan Contingency</u>
		. 30 Days C.O.E
11.		Conversion to Express Wash (3X's Gross+/-)
		. Values at 8X's 6 Sales (\$600Kx8= \$2.4M)
12.		<u>Proforma \$7.20x5K C/P/M= \$35K</u>
		. \$35K+12K (S.S) = 47Kx12= \$564K +/-
13.		<u>Tear Down (Zoning in Place C-2)</u>
		. \$2M vs. \$3.5M
		. Lease Property (Gas Stations) Avoid 40% Land Costs
	<i>VII</i> -	Elements for Success
		. Experts – Inexpensive Insurance (Consultant)
		. Competition 1 – 3 Mile Radius (Express)
		. Equipment + Chemical Sales People, "Tin Man – Danny DeVito" (Unlicensed!)
		. Familiarization Period – All Aspects
		. Road Construction
		. Environmental – Pitts Cleaned + History (Oil Changes)
		. On Site – Owner Operator – Cash, Cash, Cash
		. Equipment Walk Thru + Lighting
	VIII-	Summary
		. Exit Strategies in Place upon Purchase
		. Expert not Imposter with Ulterior Motives
		. Every Wash Has its Own Personality – Is It Yours??

Anatomy of a Self Service Investment

(6 Bay Self Service + 1 Automatic)

6 SS Bays x \$2K p/mo= &120K x 12 mo = \$144K Gross Sales

Auto ½ of SS Yearly Gross Sales = \$72K

Total: \$216K Gross Sales

X 63% Gross Net

\$136K EBIDTA (Earnings, Before, Interest, Depreciation, Taxes + Ammonization)

\$216K x 5.5 = \$1.188M Sales Price

EBITDA \$136K- Debt service	* - 350K Down (30%)
Debt \$7.401 x 12 = \$88,800	
Gross Net = \$47,200	\$88,000 Debt Service per year (20 Years)
	@ 9% Int = \$7,401 p/mo
	\$7,401 p/mo = \$798 (P), \$6,603 (Int)

VS.

* 350K (In Bank)

X 7%

* \$350K Down

\$136K - EBIDTA

\$24,500 per Year ROI (Taxable)

ROI \$47,200 (13.4%) + Int \$79,236 \$126,436 (36% Cash on Cash) + Dep.

Note: Land appreciation is an additional 6-8% per year

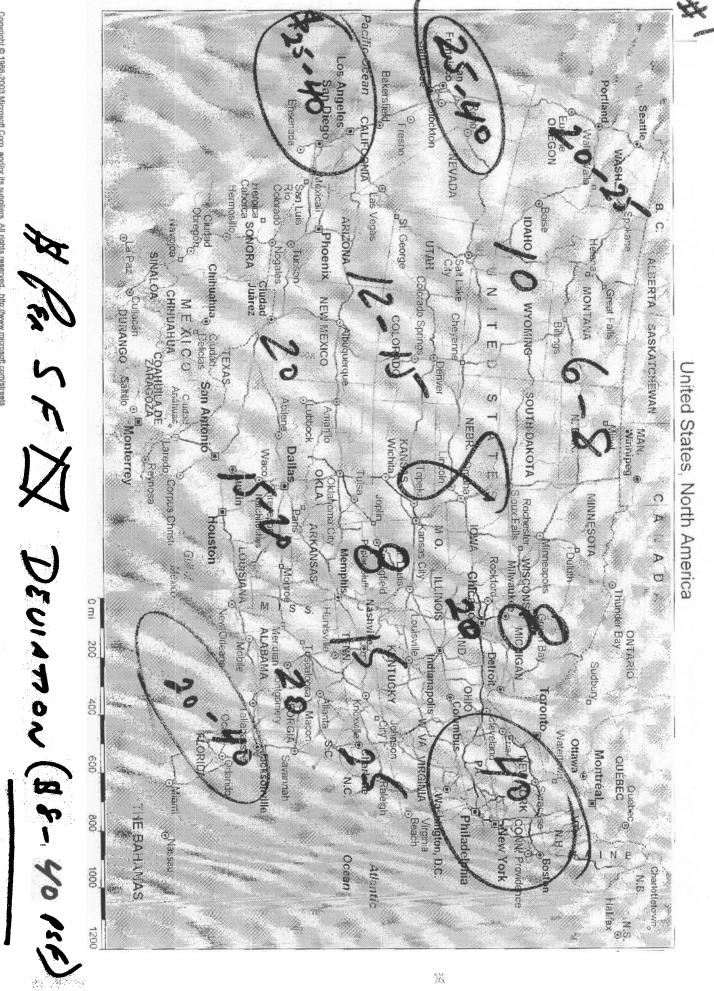
Self Service Investment Common Denominators

Cash Business

No Receivables

No Inventory

Passive Investment—semi absentee business



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Self Service Car Wash Valuations

Cost Approach:

•Reproduction Cost:

6 bays at \$75K p/bay	= \$ 450,000
1 automatic	= 300,000
Land 30K (min.) sq. feet @ \$1	.5 p/s/f = 450,000
Site improvements \$100K	= <u>100,000</u>
ΤΟΤΑ	L \$1,300,000

(Up 23% Since 2003)

Self Service Car Wash

Valuations:

Income Approach

Yearly Sales Multiple: List at <u>4 – 6 x's</u> the yearly reported gross Sales (including land, building and equipment)

Example: 6 bay with automatic at \$225K g/s/p/y

- \$225 x 6 x's = \$1,350,000
- \$225 x 5 x's = \$1,125,000
- \$225 x 4 x's = \$900,000

Based on reported verified income

Self Service Car Wash Valuations

Two basic techniques we use as "value equations":

1. Income Approach:

(Yearly Sales Multiple) – 4 – 6 x's yearly Gross

2. Cost Approach:

(Reconstruction Cost) – Land \$12 -\$15 p/s/f (30 – 40 sf) = \$300K - \$500K

(Basic Vanilla) – Building & Equipment @ \$75K p/bay + \$300K +/- Auto = \$750K

Architect, Soft Costs = \$150K

Offsite and Water Hookup = \$100k

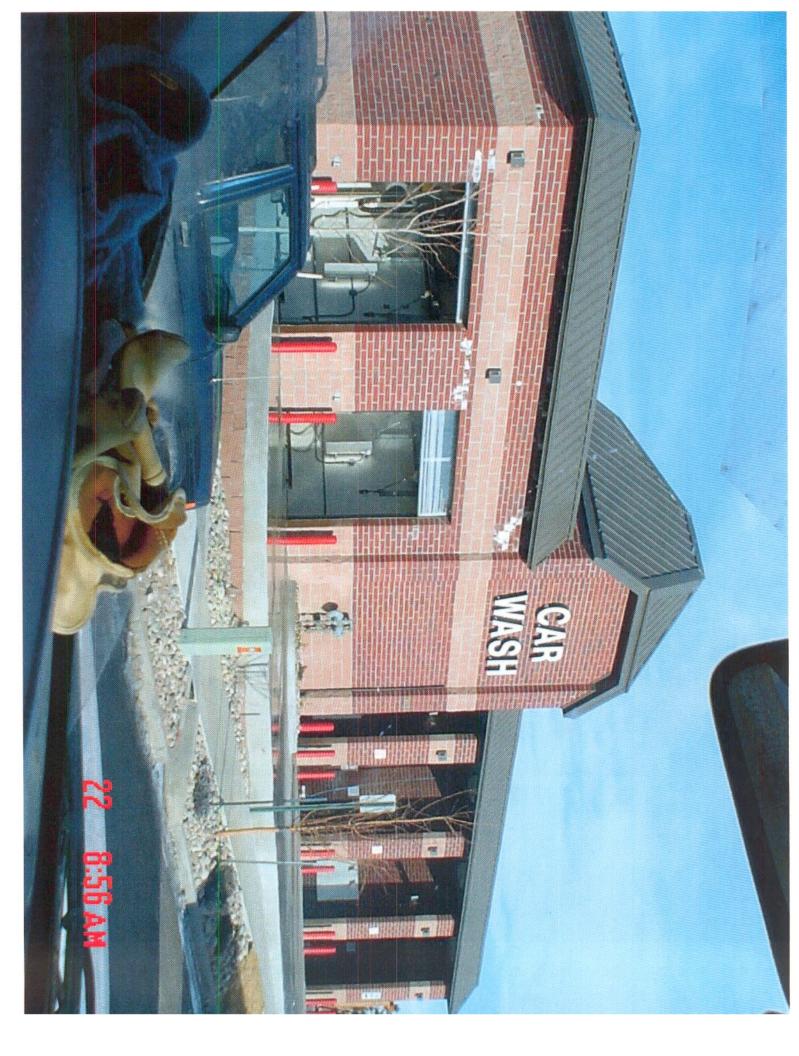
Total = \$1.3M - \$1.5M

Compare **Both for Value –** "Check and Balance"

- (Rural or Nitch Business)
- Often Cost Approach is Greater than Income Approach – <u>Report the Income!</u>









"Carwash Packages"

List of items needed by seller to produce package (42)

- 1) Sellers last 3 years IRS Tax Returns
- 2) Sellers last 3 years P & L's with Balance Sheets
- 3) Last 12 month rolling P & L's
- 4) DRB or comparable monthly report for last rolling 12 months
- 5) All leases (including but not limited to landlord lease, if applicable)
- 6) Complete list of all equipment
- 7) Complete list of personal property
- 8) Complete list of all employees with payroll records (DRB)
- 9) Complete list of all supplier or vendors with contact names and telephone #
- 10) Insurance (liability) Policy (copy of) with contact name and telephone #
- 11) Insurance workman's comp (copy of) with contact name and telephone #
- 12) Existing utility companies (electric, telephone, water etc.) account # and telephone#
- 13) Alarm (security) provider
- 14) Current surveys, if available
- 15) Current Phase I, if available
- 16) Current plot map, if available
- 17) Current tax parcel ID and tax bill for personal and real property
- 18) Legal description of property
- 19) Loan information in place, if applicable
- 20) Articles of Incorporation, LLC etc.
- 21) Trade Name States of Business
- 22) Certificate of Good Standing from DES
- 23) Certificate of Good Standing from state taxes
- 24) Certificate of Good Standing from local taxes
- 25) Copy of existing business license
- 26) Photos of car wash business (8 10) include equipment room and C-Store
- 27) Fleet account (who, tel #'s addresses) plus amount per month
- 28) Franchise Agreement
- 29) Advertising, current coupons (contact and telephone)
- 30) Waste removal of water pits, copy or current log
- 31) Inventory, current with estimate of \$ for supplier plus C-Store
- 32) Lube supplier agreement and or fuel supplier agreement
- 33) Windshield supplier agreement
- 34) Business License (copy or current)
- 35) Proposed allocation of sale
- 36) Demographic studies if available
- 37) Map of location (with density of residence vs. commercial
- 38) Chamber of Commerce profile from city
- 39) Copy of ABI Confidentiality Agreement (example)
- 40) Buyers punch list "to do list" during and before closing
- 41) Buyer loan punch list

Se	Self service		omatic	& automaticDetail P&L's2006	L's20	900	
GROSS INCOME	Automatic Bay	Manual Bays	Vacuums	Scent/Shampoo	Vending	On Site	Totals
January	\$8,883	\$7,105	\$1,277	\$37	\$110	\$428	\$17,840
February	\$6,482	\$5,185	\$932	\$27	\$81	\$391	\$13,098
March	\$7,653	\$6,121	\$1,100	\$32	\$95	\$253	\$15,254
April	\$11,316	\$9,051	\$1,627	\$48	\$141	\$388	\$22,571
May	\$5,704	\$4,562	\$820	\$24	\$71	\$343	\$11,524
June	\$9,188	\$7,349	\$1,321	\$39	\$114	\$299	\$18,310
July	\$7,570	\$6,055	\$1,088	\$32	\$94	\$180	\$15,019
August	\$5,667	\$4,532	\$814	\$24	\$70	\$331	\$11,438
September	\$3,516	\$2,812	\$505	\$15	\$44	\$217	\$7,109
October	\$7,211	\$5,768	\$1,036	\$30	\$90	\$489	\$14,624
November	\$6,683	\$5,345	\$961	\$28	\$83	\$269	\$13,369
December	\$6,671	\$5,336	\$959	\$28	\$83	\$301	\$13,378
Totals	\$86,544	\$69,221	\$12,440	\$364	\$1,076	\$3,889	\$173,534
GROSS EXPENSE	Utilities	Maintenance	Parts/vending	Employee	Monetary	Misc	Totals
January	\$1,768	\$1,182	\$1,485	\$2,014	\$4,595	\$512	\$11,556
February	\$1,629	\$1,089	\$1,368	\$1,856	\$4,234	\$472	\$10,648
March	\$1,697	\$1,135	\$1,425	\$1,933	\$4,410	\$491	\$11,091
April	\$1,870	\$1,250	\$1,571	\$2,130	\$4,859	\$541	\$12,221
May	\$1,838	\$1,229	\$1,543	\$2,094	\$4,776	\$532	\$12,012
June	\$1,959	\$1,310	\$1,645	\$2,232	\$5,090	\$567	\$12,803
July	\$1,919	\$1,283	\$1,612	\$2,186	\$4,987	\$556	\$12,543
August	\$1,644	\$1,099	\$1,381	\$1,873	\$4,272	\$476	\$10,745
September	\$1,644	\$1,099	\$1,380	\$1,873	\$4,271	\$476	\$10,743
October	\$1,577	\$1,055	\$1,325	\$1,797	\$4,098	\$457	\$10,309
November	\$1,763	\$1,179	\$1,481	\$2,008	\$4,582	\$510	\$11,523
December	\$1,699	\$1,136	\$1,427	\$1,935	\$4,415	\$492	\$11,104
	\$21,007	\$14,046	\$17,643	\$23,931	\$54,589	\$6,082	\$137,298

* Self service car wash EBIDTA should be 63%---here \$137K -\$54K Debt=\$83K -\$173K=\$90K is 52% EBITDA * Monetary is Debt service <\$54K>... Maint should be 6%

* Utilities are \$21,007 @ 12% (\$21,007 Divided by 12%=\$175,058.33----gross sales reported is \$173,000 TIP

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\$ 4,057.25		\$ 26,342.25	16,663.50	1,125.00	\$ 26,342.25	\$ 837.61	1,630.74	45.00				461.06									1,210.72		CN	NT -	352.90 91.45							192.89	2	\$ 772044	\$ 18,621,81			* 000000
C.C. FROM PRINTOUT	CASH	ant c or ot at	SELF SERVE AUTOMATIC	VACUMS	VENDING	SRP ELECTRIC	WATER/GAS	PHONE	SOUTHWEST GAS	BUILDING MAIT.	EQUIPMENT REPAIRS	RICKS TECHNICAL INDUSTRY SERVICES		SHIPPING PARTS TAXED	PARTS	SUPPLIES VEHICLE EXPENSE	MISC.	WW GRAINGER		VEHICLE PAYMENT	SOAPS/CHEMICALS	PAYROLL NET 941 FEDERAL TAX	FUTA TAX APIZONA WITHHOI DING	D.E.S. UNEMPLOYMENT	SALES TAX STATE SALES TAX MESA	SALES TAX CHANDEF	PROPERTY TAX	INSURANCE GENERAL	WORKMENS COMP.	ACCOUNTANT	DUES MISC.	BANK C.C. FEES BANK SERVICE FEES	MORTGAGE	TOTAL EXPENCES	PROFIT/LOSS	owner	owner son	TOTAL DOAM

<u>Typical Time Line of Purchase</u> (120 Days)

- 1. Marketing (Broker or FISBO) 30 60 Days-(Buyer broker or Agency declaration)
- 2. Purchase Agreement (in Writing)
 - Open Escrow
 - 2 4 Week Familiarization i.e. Contingency period "free look period", then subject to financaing only. <u>ALLOCATION OF SALE</u> <u>DETERMINED: (Land, Bld,Equip, Goodwill)</u>
 - 60 Days Financing (Phase I + Appraisal + Loan Process)
 - 15 Days for Lender to Prepare COE Docs
 - COE Recordation = True Closing

<u>Roger Pencek</u> Designated Broker, President 10930 N Tatum Blvd, #106 Phoenix, AZ 85028 CWB Branch Offices ** USA

Corporate Office

Office: (602) 787-1100 Fax: (602) 787-115626) Mobile: (602)770-4040 roger@carwashbrokers.com

<u>Web Page</u> www.carwashbrokers.com



Car Wash Brokers, Inc.

Corporate Office 10930 N. Tatum Blvd., Suite 106 Phoenix, AZ 85028 (602) 787-1100



"CONFIDENTIALITY AGREEMENT REGISTRATION FORM"

It is hereby agreed between_____(and/or assigns hereinafter referred to as "Potential Buyer") and Car Wash Brokers, Inc. (CWB) and its duly authorized agent and _____Roger Pencek_____.

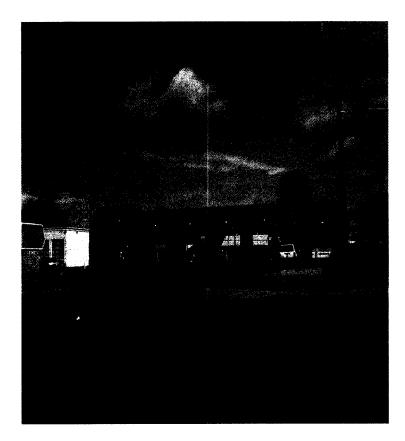
(Together referred to as "Broker") that, in exchange for broker disclosing certain information regarding the business listed and described below (hereinafter referred to as the "Business") to potential buyer:

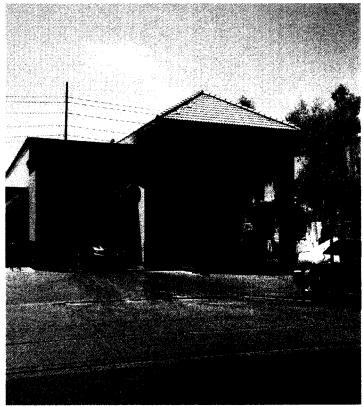
- 1. Potential Buyer will not interview employees or representatives of the business without the express, written consent of broker;
- 2. Potential Buyer will treat forms used by broker as CONFIDENTIAL and will not disclose them or permit them to be used by anyone not specifically authorized by broker;
- For each business listing provided by CWB buyer agrees to utilize the brokerage services of CWB on the business as introduced to buyer. If buyer violates this condition, buyer agrees to pay CWB sellers pre-negotiated commission in full, directly to CWB
- 4. Seller has provided all information contained on this form, BROKER HAS NOT AUDITED, VERIFIED OR INVESTIGATED any of the information. Potential buyer should investigate and verify all representations regarding the business with seller. Potential buyer understands that broker is acting as agent for seller and that this offering is subject to prior sale.
- 5. The undersigned also states that the reason for their inquiry is their interest in purchasing the business and not to gain information for other competitors or an assigns for the <u>Department of Internal Revenue Services</u>.
- 6. It is further agreed that in the event of any breach or threatened breach of this agreement, broker may, in addition to any other remedies it may have, obtain an injunction restraining potential buyer and any of its agents or employees from disclosing or using any information or knowledge obtained from broker pursuant to this agreement. Potential buyer hereby consents to the jurisdiction of the Superior Court of the state is authorized, for such purposes and for the determination of all other remedies under this agreement.
- 7. The undersigned potential Buyer acknowledges the responsibility to perform a due diligence review at his own cost and expense prior to any acquisition with CWB, and will deal exclusively with CWB in any acquisition CWB has registered below with potential buyer within 1 (one) year of the date hereof.

Note: any co-broke or referral fees for buyers agents are to be disclosed upon authorization below.

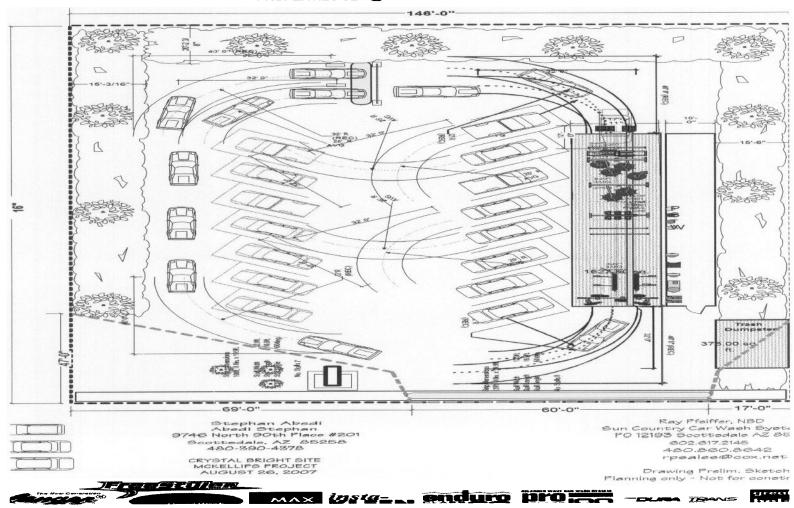
I the undersigned "Buyer" have read all of the terms and conditions above. I fully understand the information that I have read and understand what my responsibilities are. I also understand that legal actions will be taken against me in the case of a breach or threat to breach this contract with CWB.

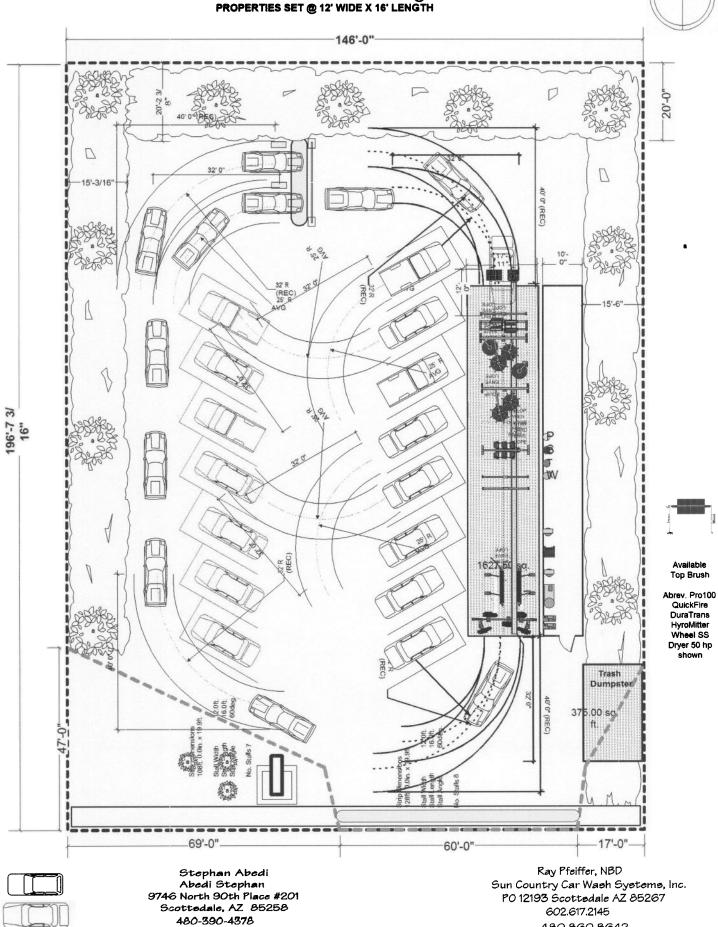
	Potential Buyer:	Contraction of the second second second		
CWB Authorized Agent, Ro	Address:			Date
Date	Phone:			
Name of Business	Address (Houston Car Washes)	Down Payment	Sale Price	Terms
		-		
		_		





*** DETAIL / VACCUM PARKING SPACES ANGLED @ 45 DEGREE PROPERTIES SET @ 12' WIDE X 16' LENGTH



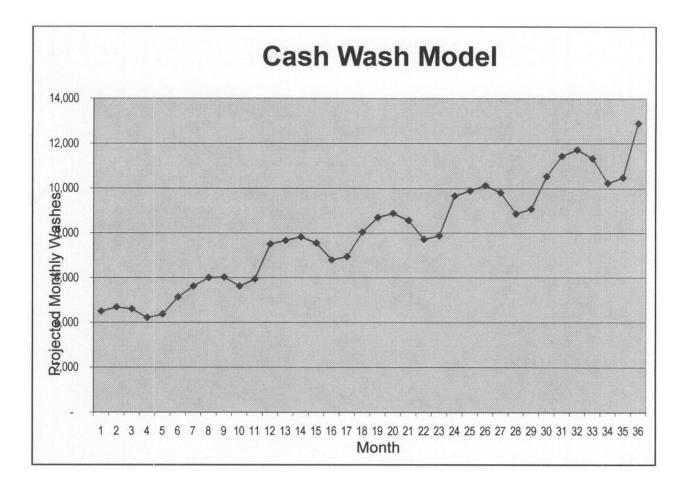


*** DETAIL / VACCUM PARKING SPACES ANGLED @ 45 DEGREE

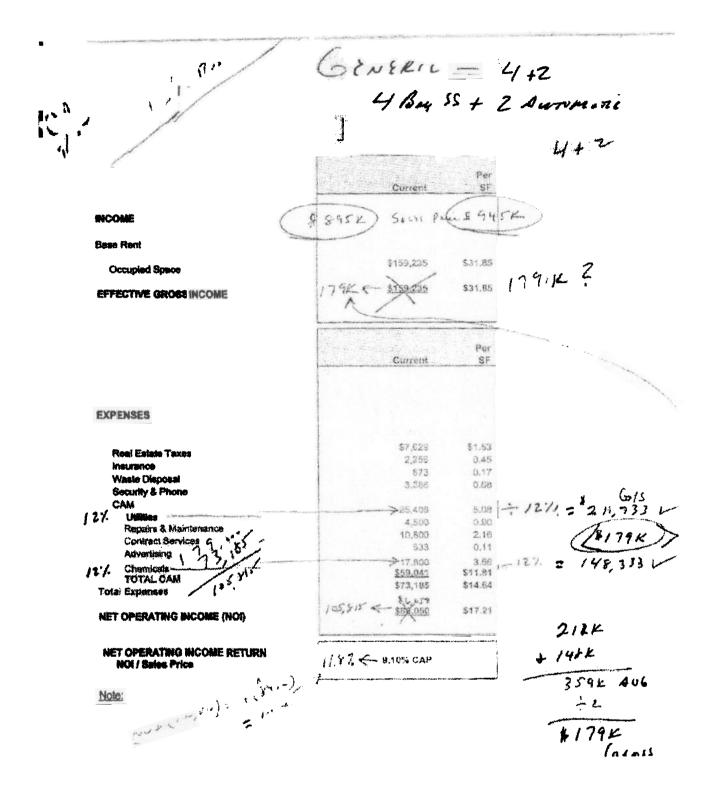
CRYSTAL BRIGHT SITE MCKELLIPS PROJECT AUGUST 26, 2007

480.860.8642 rpsales@cox.net

Drawing Prelim. Sketch Planning only - Not for construction







Car Wash Loan Amortization Schedules

Land

Cost	\$ 1,000,000
Percent financed	50%
Amount financed	\$ 500,000
Interest Rate	10.00%
Term (years)	25
Payment	\$4,543.50

Building

\$ 1,250,000
50%
\$ 625,000
10.00%
25
\$5,679.38

Beg						End		Beg						
Month		Balance		Interest	Principal	Balance	Month		Balance		Interest			
	1\$		\$	4,167	\$ 377	\$ 499,623	1		625,000	\$	5,208			
	2	499,623		4,164	380	499,243	2		624,529		5,204			
	3	499,243		4,160	383	498,860	3		624,054		5,200			
	4	498,860		4,157	386	498,474	4		623,575		5,196			
	5	498,474		4,154	390	498,084	5		623,092		5,192			
	6	498,084		4,151	393	497,691	6		622,605		5,188			
	7	497,691		4,147	396	497,295	7		622,114		5,184			
	8	497,295		4,144	399	496,896	8		621,619		5,180			
	9	496,896		4,141	403	496,493	9		621,120		5,176			
	10	496,493		4,137	406	496,087	10		620,616		5,172			
	11	496,087		4,134	409	495,678	11		620,109		5,168			
	12	495,678		4,131	413	495,265	12		619,597		5,163			
	13	495,265		4,127	416	494,849	13		619,081	-	5,159			
	14	494,849		4,124	420	494,429	14		618,561		5,155			
	15	494,429		4,120	423	494,006	15		618,036		5,150			
	16	494,006		4,117	427	493,579	16		617,507		5,146			
	17	493,579		4,113	430	493,148	17		616,973		5,141			
	18	493,148		4,110	434	492,714	18		616,435		5,137			
	19	492,714		4,106	438	492,277	19		615,893		5,132			
	20	492,277		4,102	441	491,836	20		615,346		5,128			
	21	491,836		4,099	445	491,391	21		614,795		5,123			
	22	491,391		4,095	449	490,942	22		614,239		5,119			
	23	490,942		4,091	452	490,490	23		613,678		5,114			
	24	490,490		4,087	456	490,034	24		613,112		5,109			
	25	490,034		4,084	460	489,574	- 25		612,542		5,105			
	26	489,574		4,080	464	489,110	26		611,967		5,100			
	27	489,110		4,076	468	488,643	27		611,388		5,095			
	28	488,643		4,072	471	488,171	28		610,803		5,090			
	29	488,171		4,068	475	487,696	29		610,214		5,085			
	30	487,696		4,064	479	487,216	30		609,620		5,080			
	31	487,216		4,060	483	486,733	31		609,020		5,075			
	32	486,733		4,056	487	486,246	32		608,416		5,070			
	33	486,246		4,052	491	485,754	33		607,807		5,065			
	34	485,754		4,048	496	485,259	34		607,193		5,060			
	35	485,259		4,044	500	484,759	35		606,573		5,055			
	36	484,759		4,040	504	484,255	36		605,949		5,050			
-,	37	484,255		4,035	508	483,747	37		605,319		5,044			
	38	483,747		4,031	512	483,235	38		604,684		5,039			

(NEW BUIED) EXPRESS CAR WASH VALUATION - (ERIT STRATEGY)

- \$3-5-7-9 Per Car
- \$ 7.20 Average Per Car
- S Average 8K 9K 10K Per Month Washes

Example:

and a second

- S9K Cars Per Month x 7.20 = \$64,800 Per Month
- \$64,800 x 12 Months = \$777,600
- \$777,600 divided by 50% (O C) = \$388,800 EBITDA
- \$388,800 x 8 (Value Multiplier) = \$3.1M
- \$388,800 x 9 (Value Multiplier) = \$3.5M
- \$388,800 x 10 (Value Multiplier) = \$3.8M

Note:

- 50% (O C) Operating Cost Should Be 38 42%
- 10K Per Month Realistic Goal
- \$7.20 Per Car Average Will Dramatically Increase Due Rising
 Employment & Demand
 - Time (4 Minutes) Economy & Semi Absentee Ownership, Low
 Labor

<u>"Conversion"</u>-Existing Self Service wash into Express:

(Tear Down)

- \$800K Land
- \$20K Demo
- \$800K Building
- \$400K Equipment

\$2,020,000 - vs -\$3,500,000 (Franchise or Turn-key)

6 to 8 months for construction

Zoning in place

remodel permit

Must have min 32,000 sf lot

Summary:

The examples of values and sale represented noted within this presentation are only "acid tests" and familiarization techniques, to arrive at sale prices.

- The <u>variable</u> for each car wash can fluctuate as much as 20 – 50% between the mentioned examples. Each Car Wash has its own personality, customer base and most of all "owner standards of performance".
- Our primary objective in using these techniques are to "mentally" prepare sellers and buyers as to a "range of values" typical in the car wash industry.
- Expert advice (CPA, Attorney, Broker, Carwash Consultant).....Priceless
- "All the money I didn't make, was the Real Estate I didn't buy"!

(Golden Rule, <u>6 – 8% per year "Land Play"</u> each year in addition to income