

**CONFIDENTIAL BUSINESS PROFILE**  
Business Identification No. 1234imf

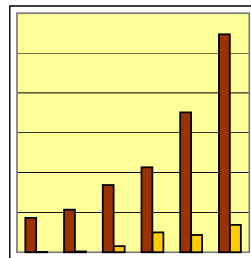
Your Biz-Brokerage Firm, Inc. is a Business Brokerage firm engaged to assist with the sale of a company/business located in south of the Fraser River bridges that is engaged in plastic, fibre glass, aluminum & stainless steel fabrication -- name brand equipment. All information contained in this Business Profile is Confidential Information. It is highly important to the Company and its ownership that all Confidential Information be held in the strictest of confidence. The Company could be seriously damaged should word "the company is for sale" reach its customers, competitors and/or others, or should information contained herein fall into other wrong hands. It is therefore imperative that you adhere strictly to the terms contained in the previously executed Buyer's Warranty and Confidentiality Agreement.

If you have NOT yet executed the Buyer's Warranty and Confidentiality Agreement pertaining to this business, this Business Profile is to be considered PRIVATE and CONFIDENTIAL. We request that you proceed no further into this Confidential Information until you have executed such agreement in the form provided in the next two pages of this profile, and until after you have returned such executed agreement via fax to 403-765-4321, Your Biz-Brokerage Firm, Inc. 123 Young Street, Langley BC V3S-3M2.

If you have any questions, please email broker@yourbrokeragefirm.ca or call Your Name at 403-123-4567

**Business ID:** 1234imf ***Demonstrator Version***  
**Type of Business:** MANUFACTURING  
 3900 - Miscellaneous Manufacturing Industries  
 plastic, fibre glass, aluminum & stainless steel fabrication  
 name brand equipment  
**SIC code ID:** 3795, 3559, 3431, 3537, 3499, 3479, 3089, 3715, 3599 and 3999  
**Business Location:** BRITISH COLUMBIA  
 greater Vancouver area  
 south of the Fraser River bridges  
**Company Founded:** 1978  
**Current Ownership:** since 2004  
**Size of Business:** Business Premises are approximately 20,000 square feet.

The owner is the primary manager. Inclusive of owner-manager, the company employs 43 full and/or part time workers, including 1 assistant general manager, 3 bookkeeping-clerical, 3 department managers, 28 production workers, 3 partsmen, 4 helpers.



FY 2000-01	SALES	\$	1,725,884
	EBITDA	\$	13,467
FY 2001-02	SALES	\$	2,135,970
	EBITDA	\$	43,522
FY 2002-03	SALES	\$	3,376,316
	EBITDA	\$	302,397
FY 2003-04	SALES	\$	4,267,589
	EBITDA	\$	998,055
FY 2004-05	SALES	\$	7,017,502
	EBITDA	\$	866,978

— Current Fiscal Year Annualized 2005-06

Sales and ebitda are based on the	\$9,115,714	SALES	\$	10,938,857
annualization of 10 months ytd.	\$1,134,962	EBITDA	\$	1,375,493

**Projected Sustainable Average: Valuation/Pricing Basis**

Last year 2004-05 the business earned \$975,728 for the owner, of which \$108,750 is assumed to be fair market wage or compensation for the owner's on-the-job function, and the \$866,978 balance to be EBITDA. On a weighted average over the past 3 years, the business has earned \$1,145,586 /year for the owner, \$108,750 of which being fair market wage and \$1,036,836 being EBITDA. Thus, the earnings component of the valuation/pricing is based on a weighted average of earnings in excess of all normal operating costs and expenses, including a fair market or replacement wage for the owner. On such basis, it is calculated the business pays for itself within five years.

SALES	\$	8,304,799
EBITDA	\$	1,036,836

**Type of Sale:**

**SHARE SALE**

**Sale Price:** \$ 3,531,861 3.41 times EBITDA

**Included in the Sale:**

Balance Sheet Value	\$1,126,199	1.09 times EBITDA
Shareholder Loan(s) ... if any	\$0	0.00 times EBITDA
Goodwill Value	\$2,405,662	2.32 times EBITDA
	<u>\$3,531,861</u>	3.41 times EBITDA

**Terms of Sale Offered to Qualified Buyer:**

Down Payment due at Close	\$ 1,765,930	1.70 times EBITDA
Balance Payable	\$ 1,765,930	1.70 times EBITDA

Term	60 months
Annual Interest Rate	6.50%
Monthly Payment	\$ 34,552.46

**BUYER'S WARRANTY AND CONFIDENTIALITY AGREEMENT**

The undersigned \_\_\_\_\_ (the Buyer) understands and acknowledges that Your Biz-Brokerage Firm, Inc. (the "Discloser"), has a valid agreement with the owner(s) (the "Seller") of the business and/or property described below, (the "Business"), whereby Discloser has been retained, for an agreed fee, to represent Seller in the sale of the Business. Buyer understands and acknowledges the Discloser is acting as the agent of the Seller and that Discloser's primary duty is to represent the interests of the Seller.

The Business that are the subject of this Buyer's Confidentiality and Warrant Agreement, (the "Agreement"), include any and all Business to which Information furnished to Buyer by Discloser pertains, including but not limited to the Business listed below:

Business description: 1234imf plastic, fibre glass, aluminum & stainless steel fabrication name brand equipment

Sale Price as represented by the Business Profile: \$3,531,861 for 100.0% of the Shares of Capital Stock of the Company subject to change.

In order to induce Discloser or Seller to furnish information regarding the Business (the "Information") to Buyer for Buyer's evaluation and possible purchase of said Business and in consideration for Discloser's or Seller's furnishing such information, Buyer understands, agrees, represents and warrants to Discloser and Seller as follows:

1. The word "Buyer," as used herein, shall mean and include the undersigned individually, as a member of a partnership, as an employee, stockholder, officer or director of a corporation, as an agent, adviser or consultant for or to any business entity and in any other capacity whatsoever.

2. The Information is of a proprietary and confidential nature, the disclosure of which to any other party will result in damage to the Seller and/or Business, and Buyer further represents and warrants as follows:

(a) The Information furnished by Discloser or Seller has not been publicly disclosed, has not been made available to Buyer by any party or source other than Discloser or Seller and is being furnished only upon the terms and conditions contained in this Agreement.

(b) Buyer will not disclose the Information, in whole or in part, to any party other than persons within Buyer's organization, including independent advisers/consultants, who have a need to know such Information for purposes of evaluating or structuring the possible purchase of the Business. Buyer accepts full responsibility for full compliance with all provisions of this Agreement by such other persons.

(c) Buyer will not disclose, except to the extent required by law, to any parties other than the persons described in Paragraph 2(b) above that the Business is available for purchase or that evaluations, discussions or negotiations are taking place concerning a possible purchase.

(d) Buyer will not utilize, now or at any time in the future, any trade secret(s), as that term may be defined under statutory or common law, that is/are included in the furnished Information for any purpose other than evaluating the possible purchase of the Business, including, without limitation, not utilizing same in the conduct of Buyer's or any other party's present or future business.

(e) In addition to the prohibition against utilizing trade secret(s), Buyer will not utilize any other furnished information for any purpose other than evaluating the possible purchase of the Business, specifically including, without limitation, not utilizing same to enter into and/or engage in competition with the Business or assist or promote any other party(s) in so doing. The foregoing prohibition against utilizing said Information in competing with the Business shall remain in effect for three (3) years from the date hereof and shall be applicable to competition within the presently existing marketing area of the Business.

(f) If Buyer decides not to pursue the possible purchase of the Business, Buyer will promptly return to Discloser all Information previously furnished by Discloser or Seller, including any and all reproductions of same, and further, shall destroy any and all analyses, compilations or other material that incorporates any part of said Information.

3. Buyer will not contact the Seller or Seller's employees, customers, suppliers or agents other than Discloser for any reason whatsoever without the prior written consent of the Discloser. All contacts with the Seller or such other parties will be made through or by Discloser unless otherwise agreed to by Discloser, in writing.

- 4. The Information furnished by Discloser has been prepared by or is based upon representations of the Seller and Discloser has made no independent investigation or verification of said Information. Buyer hereby expressly releases and discharges Discloser from any and all responsibility and/or liability in connection with the accuracy, completeness or any other aspects of the information and accepts sole and final responsibility for the evaluation of the Information and all other factors relating to the Business.
- 5. The Information is subject to change or withdrawal without notice and the Business is being offered for sale subject to prior sale or the withdrawal of said offering without notice.
- 6. Buyer will indemnify and hold harmless the Discloser and Seller from any and all claims or actions arising from Buyer's acts or failures to act in pursuing the possible purchase of the Business, including, without limitation, reasonable attorney's fees and other expenses incurred by Discloser.
- 7. Buyer represents that Buyer has sufficient financial resources to complete the transaction for the asking price and terms set forth herein. Buyer agrees to provide, upon request by Discloser or Seller, financial statements, references and other pertinent information evidencing such financial sufficiency.
- 8. The performance and construction of this Agreement shall be governed by the laws of the Province of British Columbia. All sums due hereunder shall be payable at the office of Bryenton & Associates, 300-20689 Fraser Highway, Langely British Columbia V3A-4G4 and all parties hereto agree to forbear from filing a claim in any other jurisdiction.
- 9. This Agreement shall be binding upon the Buyer, Buyer's heirs, executors, successors, assigns, administrators or representatives. If any provision of this Agreement shall be held to be invalid, void or unenforceable, the remainder of the provisions hereof shall remain in full force and effect and this Agreement shall be construed as if such invalid, void or unenforceable provision had not been contained herein.
- 10. In any litigation arising under the terms and conditions of this Agreement, the prevailing party shall be entitled to reasonable legal fees and expenses in addition to any amount of the judgment.
- 11. The terms and conditions of this Agreement shall also apply to any other business and/or property on which Discloser has been retained to represent the owner(s) in the sale thereof and on which Discloser or owner(s) has furnished information to Buyer. Further, it shall not be necessary for Buyer to execute any additional agreement(s) to that effect and any terms and conditions of this Agreement that refer to the date hereof shall automatically be adjusted to reflect the date on which Discloser or owner(s) initially furnished information to Buyer on such other business and/or property.
- 12. The provisions hereof cannot be modified, amended, supplemented or rescinded without the written consent of Discloser and this Agreement sets forth the entire agreement and understanding.

EXECUTED UNDER SEAL THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ 20\_\_\_\_.

\_\_\_\_\_  
Typed/Printed Name of Buyer -- Company Name (if any)

**X**   
\_\_\_\_\_  
Signature (Duly Authorized Representative) SEAL

\_\_\_\_\_  
Typed/Printed Name of Signatory

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State/Province, Zip/Postal Code

Telephone: \_\_\_\_\_

Fax: \_\_\_\_\_

e-mail: \_\_\_\_\_

\_\_\_\_\_  
Typed/Printed Name of Buyer -- Company Name (if any)

**X**   
\_\_\_\_\_  
Signature (Duly Authorized Representative) SEAL

\_\_\_\_\_  
Typed/Printed Name of Signatory

\_\_\_\_\_  
Street Address

\_\_\_\_\_  
City, State/Province, Zip/Postal Code

Telephone: \_\_\_\_\_

Fax: \_\_\_\_\_

e-mail: \_\_\_\_\_

## Introduction

- 1 In this written Profile, we will NOT identify the company by name or by providing information that we think might inadvertently identify the business through conjecture.
- 2 In the event that the following description does or does not inadvertently through conjecture or otherwise lead to the Company's identify, please remember that pursuant to the terms of your Buyer's Warranty and Confidentiality Agreement you are not at liberty to in any manner whatsoever, make any form of direct contact with the Company or with its owners or its personnel, or to disclose this information or any information pertaining to this Company to others except those so authorized by the Buyer's Warranty and Confidentiality Agreement. Please ensure that any reproduction of this information not be allowed to fall into unauthorized hands.
- 3 Other than guarding against such disclosure of identity, we will attempt in the following, to describe all material factors. Full disclosure will be furnished in or with the Business Profile, pending our receipt of your disclosures; those being completed Buyer Contact and Questionnaire and Buyer's Net Worth Statement or some reasonable and satisfactory replacement demonstrating your ability to purchase this business, if your investigation should lead to such.
- 4 About the Company:
- 5 The Company was incorporated in 1978. During the 28-year period since, it has manufactured a variety of name branded products. Company products are sold primarily throughout western Canada and the Company enjoys considerable "preferred brand" recognition within that marketplace. Product is also sold into central and eastern Canada, Alaska and other western United States. Sales outside of "western Canada" are not currently a major factor, since local demand, which is typically easier to gather and more profitable, currently exceeds production capacity.
- 6 The Company has operated under current ownership only since 2004, and as you will see throughout this Business Profile, revenues and profits have increased dramatically under current ownership and management the past couple of years, and it is a significantly different Company today, from what it was in 2004. The current owner, now 61; 59 when he purchased the business, has run up against some health issues and is again offering the Company for sale at this time. The owner's plan when he purchased the business two years ago, was first to restructure and reorganize the company, and then grow it into new products and markets. The first phase seems quite well in hand, but while the owner believes he has identified opportunities for expansion, he has encountered health issues that make it quite unlikely he will be able to pursue them, and has decided to sell.
- 7 Prior to the 2004 sale to current ownership, the company had been made up of two loosely separated divisions; one we'll simply call the "manufacturing" division and another we'll call the "set-up" division, both which operated out of the same facility, with common management and some cross-over of employees. The two divisions were separated in 2004, just before the sale of the manufacturing division, which is now the Manufacturing Company that is the subject of this Valuation and Offering-for-Sale.
- 8 The set-up division was retained by the former owner and relocated to new premises. It has subsequently been sold as well, and continues to operate. The Manufacturing division/company (the subject company), was sold to the current owner, in a sale effective August 31, 2004.
- 9 In order to value the Manufacturing division for-sale in 2004, we first had to separate the two divisions. Separate, divisional income statements were re-constructed back through 2000. Those reconstructed income statements, along with the more recent from 2004-05 and 2005-06, are included in this Business Profile. Except for the August 31, 2004 (time of sale) balance sheet, however, separate balance sheets were not re-constructed. So, as you will notice in this Business Profile, historical balance sheets go back only to August 31, 2004. You should also note that fiscal year end was changed to "August 31st" at the time of the sale. Fiscal Year-End had formerly been "April 30th."

- 10 The potential purchaser at the time (now the current owner) was fully apprised of the reconstruction and separation exercise, and purchased the business on the valuation based on the resulting financials, (which are included in this package). He assessed former management as having an unsophisticated and ineffective management style, with a short ranged "seat-of-the-pants" business strategy, and he viewed the acquisition as a potential for turnaround and development. He believed the business was underperforming and that he could update and upgrade management tools and processes, provide better production tools and equipment and otherwise create a better work environment that would attract and retain a better quality worker, and that he could incorporate production flow management systems and refine the manufacturing and support process in ways that would improve production efficiency, product quality, customer relations and both the top and bottom lines.
- 11 And in fact, in a relatively short time, he has successfully implemented policies and matured the company in several very important ways and has achieved many of those initial objectives. As you will see enumerated and described below, (in detail that will probably be more easily understood after you've reviewed the entire profile), first year sales (2004-05) under current management were more than 150% of what they had been the final year (2003-04) under former ownership. Second year (which is current year) sales (2005-06, based on actual year-to-date and orders-in-hand to the end of the year), are 250% of what they had been in 2003-04 under former management, all with only a 30% increase in staff. And, while elements of these policies are still being fine-tuned and will have additional impact into 2006-07 and beyond, we believe the Company is producing close to its maximum potential at this time, limited by its current plant capacity.
- 12 It is believed that the company is now poised to enter yet another phase, but will not do so under current ownership. As stated earlier, for health reasons the current owner is unable to take the company to that next level, and asked us to help re-determine a value for the company on the basis of where it is today, and assist him with the sale of the business.
- 13 So, where IS the company today? And, what of "where it is today" is expected to be sustainable for new ownership, beyond today?
- 14 The rapid growth of the last two years, for a company as long established as this one, would seem quite unusual, and it begs questions. Will growth continue at the same pace? We think not. Will sales/profits return to former levels? Again, we think not. Will the "core business" grow at all? We don't believe it can, much, given that we believe it's operating roughly at its floor capacity. So again, "what will be sustainable into the future?" We think estimating what is sustainable requires an understanding of how the business/markets changed over the past few years; particularly the last two, and what from these changes will be sustainable. Thus, we'll now take a little time discussing the factors that we believe material to recent growth.
- 15 The Company's customers are currently enjoying a very strong market, and the Company is amongst those enjoying the benefits. But, the strong market is just one of three primary factors contributing to the Company's growth the past two years. Growth can be rightfully attributed also to increased floor capacity resulting from the relocation of the set-up operations soon after the current owner purchased the manufacturing company. And more significantly, we believe, growth can be attributed to new management policies and the re-organization of the Company. While market conditions set up the opportunity, we believe the latter to be the primary contributor to the growth of these last two years, and will continue to be effective into future years, assuming the continuation of similar management competency.
- 16 Market Growth: Demand for the company's product type has grown dramatically over the last four or five years, for reasons that should become apparent as you learn specifics about the local markets. But, that demand had actually begun to ramp up beginning in 2002; a couple of years prior to current ownership purchased the Company in the fall of 2004. From 2002 to 2004, while the Company's out-put had grown to about 25 units per month, they continuously held a 100-150 unit (4-5 month) backlog of orders and were unable to keep up with demand. Since 2004, production has increased to about 60 units per month, the backlog has grown to 300-350 units; the equivalent of 5-6 months production and the Company is still unable to satisfy market demand, limited by current plant capacity.
- 17 Since 2004, in terms of backlog volume, the Company's backlog of orders has about tripled (from 100-150 units to 300-350 units), while in terms of lead-time, backorders have grown by 1 or 2 months; 20 or 25%. We don't have the backorder numbers from competitors, but lead-time is understood to be similar, and judging that end-users anxious to get their new set-ups operational would backorder primarily according to shortest lead-time, rather than by brand, we assume that to be so. Thus, we assume actual market growth has been closer to 25%, than to 150%, since FY2003-04. But, market demand is continuing to grow until by mid-May-06, production is fully booked through December-06; now almost 450 units, or 7 plus months.

- 18 Increased Capacity: Under former management, the set-up division occupied about 25% of what is now the production floor. When the set-up division was relocated off premises, floor space was converted to sub-assemblies and the former sub-assembly floor was converted to pre-assembly manufacturing. The increased and reconfigured floor space has enabled the company to streamline the sub-assembly and pre assembly production, and has speeded the overall manufacturing process. But, floor space was not the limiting bottleneck prior to the sale in 2004. The greater problem was simply the lack of organization and it is estimated that re-organization alone would have facilitated perhaps as much as 75% of the growth since 2004. As evidence of this, no appreciable floor was added to the final assembly line, which was believed to have been operating at capacity. But since the line was reorganized and better equipped, it produces more than twice the former volume.
- 19 Improved Management: In our view, over the past two years, Company growth has directly and indirectly been due primarily to improved management which has added organization and efficiencies, has attracted a better quality employee, has better equipped the plant, introduced quality assurance, has improved on-time delivery and has improved customer relations, and has at the same time, increased pricing and profit margins.
- 20 With an increase of 25% floor space, current management has increased production out-put to more than 250% of the former and at the same time, has reduce warranty expense to just 20% of former levels. While market demand has increased since 2004 (and continues to grow today), that demand increased backorders rather than out-put. In 2003-04, when the company was doing 25 units per month, the market demand for the Company's product was already at least double their output. The company produced 25 units rather than 50 or 60, because they apparently hadn't figured out how to build more, faster. Presumably, had former management organized and equipped the workspace and workforce to current standards, 2003-04 sales would have been \$7 or \$8million, or perhaps \$10million, rather than the \$4million they were. Similarly, following the purchase in 2004, had new management been able to instantly bring 2004-05 operations to the current standards, given the constant backlog of orders, presumably sales could have been \$10 or \$11million, as they are today.
- 21 Thus, except for the general trend of the cycle, we believe former years to be largely incomparable and unrepresentative of what the company is today under current management and policies. We think future years cannot be reasonably projected on the basis of any material comparable of past years, without assuming and adjusting for equally competent and similarly directed management.
- 22 And, it is also important to remember that the past years' revenues set out in this profile are net of the \$1 to \$1.5 million per year that had been generated by the set-up division.
- 23 This year; 2005-06, on May 31st after 8 months year-to-date, sales are \$6,991,093 and on track, with orders in-hand to do \$10,755,528. Last year; 2004-05, the first year under current management, but before changes could be fully effected the company did \$6,981,606 in sales. The year before; 2003-04, the final year under former management, the company did \$4,285,095 in manufacturing sales, plus \$1,431,210 in set-up revenues; \$5,713,305 in total.
- 24 Valuation is based on a weighted average of the last 3 years of the company's manufacturing activity (exclusive of set-up). On the Cash Flow estimated in this Business Profile, it is projected the full purchase price could be returned within five years. Vendor Take Back is calculated over a five year term.
- 25 On the other hand, on current year sales of \$10,755,528 the Company is earning \$1,826,553. Accordingly, at that rate, the business could pay for itself in two years.
- 26 The core business will return to more typical volumes someday, and while we don't know when that will begin to take place, it does not appear settling will begin earlier than FY2007-08, and it seems probably it will settle back to former levels. When it does begin to settle, we anticipate it might do so over a two or three year period; in reverse of the growth of the past few years.
- 27 But, while current high demand for the Company's core products will ultimately settle out, we believe the business is probably in the best position it's ever been to build on what has be achieved under current management, with enough time to add to its core business in order to maintain sales at higher than historical level. And, while we are going to spend some time talking about the perceived need to develop secondary revenue streams and about what those secondary streams might be, we believe the business profile demonstrates that this business can fully pay for itself without the addition of any secondary revenue streams.

- 28 Nevertheless, the owner had begun to outline for a second phase of development; a longer-term strategy involving some or all of the following, that he had intended to implement until health issues surfaced, and he continues to research and develop plans, however unlikely it may be that he will be the one to implement most of them.
- expansion of current production capacity, (into new purpose built facilities),
  - re-entry into the set-up markets,
  - re-entry into the U.S. marketplace,
  - expansion of current product lines,
  - development of new products,
  - distribution of other products, and
  - diversification of manufacturing into other industries.
- 29 The Management Staff and Production Employees: This is a non-union shop and the Company's workforce consists of the owner-operator, who acts as CEO and General Manager, plus 43 employees (give or take 1 or 2 from time to time), including 1 asst. general manager, 3 department managers, plus line supervisors, partsmen, production workers and helpers.
- 30 The Owner Operator acts as the Company's General Manager. The Owner-Operator also acts as the Company's Primary Salesman today (with help from an assistant GM), although today, little is required of a salesman, except to provide a quotation and a delivery estimate, which is computerized and virtually automatic. The Owner pays himself \$108,000 per year.
- 31 The Company has also employed an assistant GM since January 2005, however, that assistant will probably not be staying with the Company a long time and the owner is silently searching for a replacement. The Assistant General Manager is being paid \$54,000/year with a \$6,000/year bonus potential.
- 32 The Operations Manager has been with the Company since May 2003 and has over 30 years experience in the industry as a technician and manager. The owner reports that he is extremely knowledgeable and that his technical skills are respected by all those who have been associated with him; that he is very loyal to the Company and consistently strives to reduce costs and that his management skills have been a major contribution to the productivity increase in the Company. The Operations Manager is paid \$54,000/year with a \$6,000/year bonus potential.
- 33 The Parts Manager has been with the Company for 18 years and has been the continuity through the three ownership changes and though a physical move. He is extremely knowledgeable; was a primary source of information during the lead up to the 2004 sale and was of key value during the transition period following the sale in 2004. He has an encyclopedic memory of parts and processes and that he is very effective at managing a multitude of suppliers and aggressively sells parts at high margins. The Parts Manager is paid \$54,000/year with a \$6,000/year bonus potential.
- 34 The Office Manager was hired in February 2005. The owner reports that this individual is very efficient, reliable, a self-starter and is very good with customers and staff. She has proven to be a very proficient bookkeeper, although has a more limited technical understanding of accounting concepts and processes. She is so good in all other aspects of her job that the owner has elected to offset her accounting deficiency by employing temporary help at month and year end to assist and teach her. The Office Manager is paid \$42,000/year with a \$4,200/year bonus potential.
- 35 There are three Department Heads, responsible for the three production departments; fabrication and assembly, finishing and painting. The three have been with the Company since Apr-03, Mar-04 and Jul-04 respectively. None have had any formal supervisory, management or leadership training and by and large, the owner believes this to be an area most needy of improvement. He has made in-house efforts to improve their skills through coaching and will continue to do so, but given the individuals, he feels that more formal training will not significantly improve their capabilities in a short time. Internally, there are none more qualified to move up into these positions and with the current shortage of skilled and experienced workers available, it is believed difficult, today, to replace any of the three. Nevertheless, production, efficiency, productivity and quality have all been improved dramatically under these 'less than perfect' conditions, and the owner considers them to be generally adequate at this time. Pay Rates range from \$20-\$26/hour with up to 3 days per month performance bonus.

- 36 The Line Staff number approximately 35, up from about 25 at the time of purchase. Workers include welders, riveters, fabricators, assemblers and riggers with hydraulic fitting and electrical skills. Initially there was a high staff turnover primarily because of low pay, poor quality of employees and morale issues. The new owner revised the pay scale to be industry competitive, introduced a bonus incentive plan based on production/quality, started a suggestion award program, improved working conditions and provided much needed new equipment. At the same time he terminated a number of employees and replaced them with motivated staff with a positive work ethic. He considers this to be an ongoing process that will continue indefinitely, given the nature of the workforce. Pay rates start \$10/hour for cleaner/helpers, \$14-\$20/hour for line-workers and up to \$25/hour for journeymen.
- 37 Business Premises: The current production facility is a rectangular steel building on approximately 3.5 acres of land, located in the greater Vancouver BC. It is leased, with a term ending August 2008, followed by options to renew of two years and one year. The building is unremarkable, except that it has (as are required) a number of overhead jibs and cranes, 8 large overhead doors and a heavy-duty power supply. It has no room for development or expansion without significant leasehold improvements and is currently at about maximum production capacity, (except perhaps by adding a third shift or by instituting forms of automation). Rental and related expenses are about \$190,000/year. A portion of the land, not necessary for operations is rented out for storage which returns about \$38,000 annually, netting rent to just over \$150,000/year.
- 38 The business area is zoned commercial/industrial. A new commercial building has just been completed directly across the frontage road. Based on the new commerce growing in the area, it is reasonable to assume that the land occupied by the Company has considerably higher value in other commercial use and that at some point in the foreseeable future the business will have to be relocated. It is the owner's opinion that this may occur by 2010 or 2011, at by the end of the current lease and option periods. It is his opinion that a move, properly conceived would provide an opportunity to optimize the strategic plan for the long term and ultimately place the business in a more competitive position, and it had been his intent to do so in about the same time frame.
- 39 Marketplace and Customers: Due to the current economic environment and to policies of current management, the Company is enjoying a very prosperous time. All indicators are that the current market will continue through 2010 and, according the Industry Association Reports, the strong market could continue for some period beyond, and make very credible arguments in projecting the markets to continue at about current rates thru 2013.
- 40 Approximately 75% of the products of the Company are sold through third party Dealers, including related equipment distributors and dealers and lease/rental and service outlets. The remaining 25% are sold to individual customers who seem to prefer to deal directly with the Company as opposed to going through a Dealer "middleman." They typically purchase product and/or services from the Company on a COD basis. Management is very careful to ensure that price does not create an incentive to buy direct.
- 41 We have based the valuation and sale price entirely on the "core" manufacturing business, along with minor amounts generated by repairs, maintenance, parts sales, and custom work, which has consistently been the case. As the current build-up trend crests and demand declines, plant capacity will open up and the first addition will be to re-incorporate a set-up division. But, as will be described, there are additional, ready business options available to the Company. The owner is also entertaining product lines (of other manufacturers) available for distribution, and other products, generally related to some extent to current products and markets.
- 42 Competition: Competitors tend to be relatively local. The largest manufacturer of competitive products is located in Ontario and is not generally a direct competitor, and largely out of the market area. There is one direct competitor also located in the great Vancouver area that is approximately the same size as the Company; perhaps a little smaller. They are a reputable company with a similar range of products. The Company does not attempt to compete on price, and generally, the competitor's prices are somewhat lower than those of the Company. "Industry scuttle" is, their service, delivery times and products are somewhat inferior, and it appears their manufacturing processes might be less efficient. But, they are a bona fide player in the market and we believe, in terms of time rather than numbers, that they are similarly backordered at this time.
- 43 There had been another, larger well-known competitor (had also been located in Vancouver), but filed for bankruptcy in 1999 and has not come back. And, there have been small start-ups, generally niche players who from time to time attempt to enter the market. Most have closed after a year or two, and a few others have survived as a one or two man operation.



- 44 It is believed that the barriers to market entry as a new player or outsider are prohibitive, and that it would take longer than is left in the current cycle to set up manufacturing, overcome the current "branding" and to break through the dealership and customer loyalty present today. It would require deep pockets and a determination to stay the course through to the next cycle.
- 45 Secondary Revenue Streams: The Company and ownership are presently searching for one or more viable, secondary revenue streams; additional business lines that do not detract from the core business that will add depth and breadth to the Company. As an ongoing task, the Company should actively seek new opportunities with the right "fit". At this time, a number of options are being evaluated.
- 46 Plant Relocation: Should relocation become a factor, and it seems it will, sooner or later, it will not be a trivial task and it will obviously be important that it be planned in detail and be managed in a deliberate timely fashion. While this profile does not provide such a plan, the current owner has been and is involved in the development of the plan and we have pre-allocated (or set aside in projected cash flow, as you will see later in this profile) \$250,000 for such relocation, including \$200,000 for the purchase of overhead cranes and electrical requirement (should they not be adequate in otherwise suitable business premises), and \$50,000 to cover the expense of the move itself.

## The Company Story

### Standard Industrial Classifications:

3795 Tanks and Tank Components -  
3559 Special Industry Machinery NEC -  
3431 Metal Sanitary Ware -  
3537 Industrial Trucks and Tractors -  
3499 Fabricated Metal Products NEC -  
3479 Metal Coating and Allied Services -  
3089 Plastics -  
3715 Truck Trailers -  
3599 Industrial Machinery NEC -  
3999 Manufacturing Industries NEC -

- 1 The Company was incorporated in 1978. During the 28-year period since, it has manufactured a variety of name branded products; primarily related to the waste disposal industry, and to a lesser extent to other unrelated industrial sectors. Company products are sold primarily throughout western Canada and the Company enjoys considerable "preferred brand" recognition within that marketplace. Product is also sold into central and eastern Canada, Alaska and other western United States. Sales outside of "western Canada" are not currently a major factor, since local demand, which is typically easier to gather and more profitable, currently exceeds production capacity.
- 2 Over the years the Company has had three owners. It has been operated under current ownership only since 2004, and as you will see throughout this Business Profile, revenues and profits have increased dramatically under current ownership and management the past couple of years, and it is a significantly different Company today, from what it was in 2004. The current owner, now 61; 59 when he purchased the business, has run up against some health issues and is again offering the Company for sale at this time. The owner's plan when he purchased the business two years ago, was first to restructure and reorganize the company, and then grow it into new products and markets. The first phase seems quite well in hand, but while the owner believes he has identified opportunities for expansion, he has encountered health issues that make it quite unlikely he will be able to pursue them, and has decided to sell.
- 3 Prior to the 2004 sale to current ownership, the company had been made up of two loosely separated divisions; one we'll simply call the "manufacturing" division and another we'll call the "set-up" division, both which operated out of the same facility, with common management and some cross-over of employees. The two divisions were separated in 2004, just before the sale of the manufacturing division, which is now the Manufacturing Company that is the subject of this Valuation and Offering-for-Sale.
- 4 The set-up division was retained by the former owner and relocated to new premises. It has subsequently been sold as well, and continues to operate. The Manufacturing division/company (the subject company), was sold to the current owner, in a sale effective August 31, 2004.
- 5 In order to value the Manufacturing division for-sale in 2004, we first had to separate the two divisions. Separate, divisional income statements were re-constructed back through 2000. Those reconstructed income statements, along with the more recent from 2004-05 and 2005-06, are included in this Business Profile. Except for the August 31, 2004 (time of sale) balance sheet, however, separate balance sheets were not re-constructed. So, as you will notice in this Business Profile, historical balance sheets go back only to August 31, 2004. You should also note that fiscal year end was changed to "August 31st" at the time of the sale. Fiscal Year-End had formerly been "April 30th."
- 6 The potential purchaser at the time (now the current owner) was fully apprised of the reconstruction and separation exercise, and purchased the business on the valuation based on the resulting financials, (which are included in this package). He assessed former management as having an unsophisticated and ineffective management style, with a short ranged "seat-of-the-pants" business strategy, and he viewed the acquisition as a potential for turnaround and development. He believed the business was underperforming and that he could update and upgrade management tools and processes, provide better production tools and equipment and otherwise create a better work environment that would attract and retain a better quality worker, and that he could incorporate production flow management systems and refine the manufacturing and support process in ways that would improve production efficiency, product quality, customer relations and both the top and bottom lines.

- 7 And in fact, in a relatively short time, he has successfully implemented policies and matured the company in several very important ways and has achieved many of those initial objectives. As you will see enumerated and described below, (in detail that will probably be more easily understood after you've reviewed the entire profile), first year sales (2004-05) under current management were more than 150% of what they had been the final year (2003-04) under former ownership. Second year (which is current year) sales (2005-06, based on actual year-to-date and orders-in-hand to the end of the year), are 250% of what they had been in 2003-04 under former management, all with only a 30% increase in staff. And, while elements of these policies are still being fine-tuned and will have additional impact into 2006-07 and beyond, we believe the Company is producing close to its maximum potential at this time, limited by its current plant capacity.
- 8 It is believed that the company is now poised to enter yet another phase, but will not do so under current ownership. As stated earlier, for health reasons the current owner is unable to take the company to that next level, and asked us to help re-determine a value for the company on the basis of where it is today, and assist him with the sale of the business.
- 9 So, where IS the company today? And, what of "where it is today" is expected to be sustainable for new ownership, beyond today?
- 10 The rapid growth of the last two years, for a company as long established as this one, would seem quite unusual, and it begs questions. Will growth continue at the same pace? We think not. Will sales/profits return to former levels? Again, we think not. Will the "core business" grow at all? We don't believe it can, much, given that we believe it's operating roughly at its floor capacity. So again, "what will be sustainable into the future?" We think estimating what is sustainable requires an understanding of how the business/markets changed over the past few years; particularly the last two, and what from these changes will be sustainable. Thus, we'll now take a little time discussing the factors that we believe material to recent growth.
- 11 The Company's customers are currently enjoying a very strong market, and the Company is amongst those enjoying the benefits. But, the strong market is just one of three primary factors contributing to the Company's growth the past two years. Growth can be rightfully attributed also to increased floor capacity resulting from the relocation of the set-up operations soon after the current owner purchased the manufacturing company. And more significantly, we believe, growth can be attributed to new management policies and the re-organization of the Company. While market conditions set up the opportunity, we believe the latter to be the primary contributor to the growth of these last two years, and will continue to be effective into future years, assuming the continuation of similar management competency.
- 12 **Market Growth:** Demand for the company's product type has grown dramatically over the last four or five years, for reasons that should become apparent as you learn specifics about the local markets. But, that demand had actually begun to ramp up beginning in 2002; a couple of years prior to current ownership purchased the Company in the fall of 2004. From 2002 to 2004, while the Company's out-put had grown to about 25 units per month, they continuously held a 100-150 unit (4-5 month) backlog of orders and were unable to keep up with demand. Since 2004, production has increased to about 60 units per month, the backlog has grown to 300-350 units; the equivalent of 5-6 months production and the Company is still unable to satisfy market demand, limited by current plant capacity.
- 13 Since 2004, in terms of backlog volume, the Company's backlog of orders has about tripled (from 100-150 units to 300-350 units), while in terms of lead-time, backorders have grown by 1 or 2 months; 20 or 25%. We don't have the backorder numbers from competitors, but lead-time is understood to be similar, and judging that end-users anxious to get their new set-ups operational would backorder primarily according to shortest lead-time, rather than by brand, we assume that to be so. Thus, we assume actual market growth has been closer to 25%, than to 150%, since FY2003-04. But, market demand is continuing to grow until by mid-May-06, production is fully booked through December-06; now almost 450 units, or 7 plus months.
- 14 **Increased Capacity:** Under former management, the set-up division occupied about 25% of what is now the production floor. When the set-up division was relocated off premises, floor space was converted to sub-assemblies and the former sub-assembly floor was converted to pre-assembly manufacturing. The increased and reconfigured floor space has enabled the company to streamline the sub-assembly and pre assembly production, and has speeded the overall manufacturing process. But, floor space was not the limiting bottleneck prior to the sale in 2004. The greater problem was simply the lack of organization and it is estimated that re-organization alone would have facilitated perhaps as much as 75% of the growth since 2004. As evidence of this, no appreciable floor was added to the final assembly line, which was believed to have been operating at capacity. But since the line was reorganized and better equipped, it produces more than twice the former volume.

- 15 Improved Management: In our view, over the past two years, Company growth has directly and indirectly been due primarily to improved management which has added organization and efficiencies, has attracted a better quality employee, has better equipped the plant, introduced quality assurance, has improved on-time delivery and has improved customer relations, and has at the same time, increased pricing and profit margins.
- 16 With an increase of 25% floor space, current management has increased production out-put to more than 250% of the former and at the same time, has reduce warranty expense to just 20% of former levels. While market demand has increased since 2004 (and continues to grow today), that demand increased backorders rather than out-put. In 2003-04, when the company was doing 25 units per month, the market demand for the Company's product was already at least double their output. The company produced 25 units rather than 50 or 60, because they apparently hadn't figured out how to build more, faster. Presumably, had former management organized and equipped the workspace and workforce to current standards, 2003-04 sales would have been \$7 or \$8million, or perhaps \$10million, rather than the \$4million they were. Similarly, following the purchase in 2004, had new management been able to instantly bring 2004-05 operations to the current standards, given the constant backlog of orders, presumably sales could have been \$10 or \$11million, as they are today.
- 17 Thus, except for the general trend of the cycle, we believe former years to be largely incomparable and unrepresentative of what the company is today under current management and policies. We think future years cannot be reasonably projected on the basis of any material comparable of past years, without assuming and adjusting for equally competent and similarly directed management.
- 18 And, it is also important to remember that the past years' revenues set out in this profile are net of the \$1 to \$1.5 million per year that had been generated by the set-up division.
- 19 This year; 2005-06, on May 31st after 8 months year-to-date, sales are \$6,991,093 and on track, with orders in-hand to do \$10,755,528. Last year; 2004-05, the first year under current management, but before changes could be fully effected the company did \$6,981,606 in sales. The year before; 2003-04, the final year under former management, the company did \$4,285,095 in manufacturing sales, plus \$1,431,210 in set-up revenues; \$5,713,305 in total.
- 20 The company does not today include a set-up division and the valuation is based on the manufacturing division alone. Nevertheless, set-up could be a part of the company's future if and when the demand for the core product should be begin to normalize, and we think it is material to point out how set-up business could again be added.
- 21 Valuation is based on a weighted average of the last 3 years of the company's manufacturing activity (exclusive of set-up). On the Cash Flow estimated in this Business Profile, it is projected the full purchase price could be returned within five years. Vendor Take Back is calculated over a five year term.
- 22 On the other hand, on current year sales of \$10,755,528 the Company is earning \$1,826,553. Accordingly, at that rate, the business could pay for itself in two years.
- 23 The core business will return to more typical volumes someday, and while we don't know when that will begin to take place, it does not appear settling will begin earlier than FY2007-08, and it seems probably it will settle back to former levels. When it does begin to settle, we anticipate it might do so over a two or three year period; in reverse of the growth of the past few years.
- 24 But, while current high demand for the Company's core products will ultimately settle out, we believe the business is probably in the best position it's ever been to build on what has be achieved under current management, with enough time to add to its core business in order to maintain sales at higher than historical level. And, while we are going to spend some time talking about the perceived need to develop secondary revenue streams and about what those secondary streams might be, we believe the business profile demonstrates that this business can fully pay for itself without the addition of any secondary revenue streams.

- 25 Nevertheless, the owner had begun to outline for a second phase of development; a longer-term strategy involving some or all of the following, that he had intended to implement until health issues surfaced, and he continues to research and develop plans, however unlikely it may be that he will be the one to implement most of them.
- expansion of current production capacity, (into new purpose built facilities),
  - re-entry into the set-up markets,
  - re-entry into the U.S. marketplace,
  - expansion of current product lines,
  - development of new products,
  - distribution of other products, and
  - diversification of manufacturing into other industries.
- 26 The Management Staff and Production Employees: This is a non-union shop and the Company's workforce consists of the owner-operator, who acts as CEO and General Manager, plus 43 employees (give or take 1 or 2 from time to time), including 1 asst. general manager, 3 department managers, plus line supervisors, partsmen, production workers and helpers.
- 27 The Owner Operator acts as the Company's General Manager. The Owner-Operator also acts as the Company's Primary Salesman today (with help from an assistant GM), although today, little is required of a salesman, except to provide a quotation and a delivery estimate, which is computerized and virtually automatic. The Owner pays himself \$108,000 per year.
- 28 The Company has also employed an assistant GM since January 2005, however, that assistant will probably not be staying with the Company a long time and the owner is silently searching for a replacement. The Assistant General Manager is being paid \$54,000/year with a \$6,000/year bonus potential.
- 29 The Operations Manager has been with the Company since May 2003 and has over 30 years experience in the industry as a technician and manager. The owner reports that he is extremely knowledgeable and that his technical skills are respected by all those who have been associated with him; that he is very loyal to the Company and consistently strives to reduce costs and that his management skills have been a major contribution to the productivity increase in the Company. The Operations Manager is paid \$54,000/year with a \$6,000/year bonus potential.
- 30 The Parts Manager has been with the Company for 18 years and has been the continuity through the three ownership changes and though a physical move. He is extremely knowledgeable; was a primary source of information during the lead up to the 2004 sale and was of key value during the transition period following the sale in 2004. He has an encyclopedic memory of parts and processes and that he is very effective at managing a multitude of suppliers and aggressively sells parts at high margins. The Parts Manager is paid \$54,000/year with a \$6,000/year bonus potential.
- 31 The Office Manager was hired in February 2005. The owner reports that this individual is very efficient, reliable, a self-starter and is very good with customers and staff. She has proven to be a very proficient bookkeeper, although has a more limited technical understanding of accounting concepts and processes. She is so good in all other aspects of her job that the owner has elected to offset her accounting deficiency by employing temporary help at month and year end to assist and teach her. The Office Manager is paid \$42,000/year with a \$4,200/year bonus potential.
- 32 There are three Department Heads, responsible for the three production departments; fabrication and assembly, finishing and painting. The three have been with the Company since Apr-03, Mar-04 and Jul-04 respectively. None have had any formal supervisory, management or leadership training and by and large, the owner believes this to be an area most needy of improvement. He has made in-house efforts to improve their skills through coaching and will continue to do so, but given the individuals, he feels that more formal training will not significantly improve their capabilities in a short time. Internally, there are none more qualified to move up into these positions and with the current shortage of skilled and experienced workers available, it is believed difficult, today, to replace any of the three. Nevertheless, production, efficiency, productivity and quality have all been improved dramatically under these 'less than perfect' conditions, and the owner considers them to be generally adequate at this time. Pay Rates range from \$20-\$26/hour with up to 3 days per month performance bonus.

- 33 The Line Staff number approximately 35, up from about 25 at the time of purchase. Workers include welders, riveters, fabricators, assemblers and riggers with hydraulic fitting and electrical skills. Initially there was a high staff turnover primarily because of low pay, poor quality of employees and morale issues. The new owner revised the pay scale to be industry competitive, introduced a bonus incentive plan based on production/quality, started a suggestion award program, improved working conditions and provided much needed new equipment. At the same time he terminated a number of employees and replaced them with motivated staff with a positive work ethic. He considers this to be an ongoing process that will continue indefinitely, given the nature of the workforce. Pay rates start \$10/hour for cleaner/helpers, \$14-\$20/hour for line-workers and up to \$25/hour for journeymen.
- 34 Business Premises: The current production facility is a rectangular steel building on approximately 3.5 acres of land, located in the greater Vancouver BC. It is leased, with a term ending August 2008, followed by options to renew of two years and one year. The building is unremarkable, except that it has (as are required) a number of overhead jibs and cranes, 8 large overhead doors and a heavy-duty power supply. It has no room for development or expansion without significant leasehold improvements and is currently at about maximum production capacity, (except perhaps by adding a third shift or by instituting forms of automation). Rental and related expenses are about \$190,000/year. A portion of the land, not necessary for operations is rented out for storage which returns about \$38,000 annually, netting rent to just over \$150,000/year.
- 35 The business area is zoned commercial/industrial. A new commercial building has just been completed directly across the frontage road. Based on the new commerce growing in the area, it is reasonable to assume that the land occupied by the Company has considerably higher value in other commercial use and that at some point in the foreseeable future the business will have to be relocated. It is the owner's opinion that this may occur by 2010 or 2011, at by the end of the current lease and option periods. It is his opinion that a move, properly conceived would provide an opportunity to optimize the strategic plan for the long term and ultimately place the business in a more competitive position, and it had been his intent to do so in about the same time frame.
- 36 Marketplace and Customers: Due to the current economic environment and to policies of current management, the Company is enjoying a very prosperous time. All indicators are that the current market will continue through 2010 and, according the Industry Association Reports, the strong market could continue for some period beyond, and make very credible arguments in projecting the markets to continue at about current rates thru 2013.
- 37 Approximately 75% of the products of the Company are sold through third party Dealers, including related equipment distributors and dealers and lease/rental and service outlets. This arrangement has a number of advantages:
- 38 • A relatively large number of products reach the end user, customer, while the Company works with a few strong Dealers. This provides a fertile ground for relationship marketing
- 39 • Multiple sales go to one Company customer (the Dealer), the majority of which are well established and reputable companies. Accounts are fewer in number and overdue accounts receivable and bad debt are minimized.
- 40 • It is easier and more efficient for the Company to provide individualized service to a few good customers. The Company provides timely delivery and superior after sales service, so the Dealers are more than willing to promote the Company's products.
- 41 • Dealers are willing to use Company products in promotion activities and trade shows.
- 42 The remaining 25% are sold to individual customers who seem to prefer to deal directly with the Company as opposed to going through a Dealer "middleman." They typically purchase product and/or services from the Company on a COD basis. Management is very careful to ensure that price does not create an incentive to buy direct.
- 43 Set-Up: The Company and ownership are constrained by a non-compete agreement with the former owners (extending to current owners, since the set-up division/now a corporation has changed hands since 2004), until September 2009, and given the current demand for the Company's product and the full utilization of current space and facility currently, there is now no room or capacity in the current premises to re-enter set-up sector of the industry today anyway. But, the owner believes there to be a substantial opportunity in the set-up sector that should be included in plans for the future, and into plans for any new premises that could probably be ready for occupancy by about the time the non-compete agreement expires.

- 44 We have based the valuation and sale price entirely on the "core" manufacturing business, along with minor amounts generated by repairs, maintenance, parts sales, and custom work, which has consistently been the case. As the current build-up trend crests and demand declines, plant capacity will open up and the first addition will be to re-incorporate a set-up division. But, as will be described, there are additional, ready business options available to the Company. The owner is also entertaining product lines (of other manufacturers) available for distribution, and other products, generally related to some extent to current products and markets.
- 45 Competition: Competitors tend to be relatively local. The largest manufacturer of competitive products is located in Ontario and is not generally a direct competitor, and largely out of the market area. There is one direct competitor also located in the great Vancouver area that is approximately the same size as the Company; perhaps a little smaller. They are a reputable company with a similar range of products. The Company does not attempt to compete on price, and generally, the competitor's prices are somewhat lower than those of the Company. "Industry scuttle" is, their service, delivery times and products are somewhat inferior, and it appears their manufacturing processes might be less efficient. But, they are a bona fide player in the market and we believe, in terms of time rather than numbers, that they are similarly backordered at this time.
- 46 There had been another, larger well-known competitor (had also been located in Vancouver), but filed for bankruptcy in 1999 and has not come back. And, there have been small start-ups, generally niche players who from time to time attempt to enter the market. Most have closed after a year or two, and a few others have survived as a one or two man operation.
- 47 It is believed that the barriers to market entry as a new player or outsider are prohibitive, and that it would take longer than is left in the current cycle to set up manufacturing, overcome the current "branding" and to break through the dealership and customer loyalty present today. It would require deep pockets and a determination to stay the course through to the next cycle.
- 48 Secondary Revenue Streams: The Company and ownership are presently searching for one or more viable, secondary revenue streams; additional business lines that do not detract from the core business that will add depth and breadth to the Company. As an ongoing task, the Company should actively seek new opportunities with the right "fit". At this time, the following options are being evaluated.
- 49 Service and Repairs: There is an unprecedented demand for "service and repair" and at present, there does not appear to be sufficient, reputable facilities to keep up with the demand. Profit margins are high, and the Company is in a good position to fill the niche. Given the full utilization of current plant capacity and facility, the Company has no ability to enter that sector today, but the owner believes this would be a natural for the Company and that there to be a substantial opportunity in that sector, some time in the future. Perhaps if and when the Company relocates to new 'purpose designed' premises, a service and repair division should be considered.
- 50 Equipment Painting, both within the waste disposal industry and otherwise, might be an ideal secondary business. There is a growing demand for sandblasting and commercial painting of various kinds of equipment, material and vehicles. As the demand for the Company primary product softens at the close of the current cycle, the Company will have excess capacity in the paint and sandblast department. With some marketing, and virtually no other incremental costs, this work could develop into a significant secondary business. Sufficient space should be incorporated for this type of work when developing new facility plans.
- 51 Distribution of other reputable product lines within the industry could be a profitable enterprise. The Company has just established a working relationship with a Manitoba manufacturer of large compacters to act as a distributor/agent. Their product lines are distinctly different from those offered by the Company and are in use throughout the company's market regions. On the surface, this kind of business requires no substantial capital outlay other than marketing expense; no incremental equipment, manpower or manufacturing space and little administrative support. In the coming months, the relationship will be formalized and a marketing program in local industry media and on the Company web site will be implemented. If successful, this opportunity will be exploited and used as a model for other affiliations.

- 52 Manufacturing and Marketing New Products within the industry could be a synergetic fit. The Company has been in contact with a U.S. based manufacturer of aluminum bodies that would be marketed and sold in a completely different sector of the industry. With some fine-tuning and adjustment of the Company skills and processes, it could be a fit as a secondary manufacturing line. Currently, no other local company manufactures an aluminum product. If the market demonstrates an appropriate demand, exclusive local and/or Canadian rights to the product could be pursued and marketing and production commenced. A search for other products of this nature will be implemented to develop more opportunities of this nature.
- 53 Wholesale Manufacture of alternate-industry products for sale to distributors or other manufacturers who lack sufficient capacity to meet demand. This may be a longer shot, but production line manufacturing of simple welded steel products such as large bins and tanks may prove to be a viable line of business. It would require little if any adaptation of skills and experience and some marketing. The degree of difficulty to penetrate the new market will determine the viability and profitability of any venture.
- 54 Re-enter the U.S market through direct Internet sales and local distributors or agents in the Washington, California and perhaps Alaska areas. Company sales to the U.S. have diminished to a very small percentage of total sales over the last few years. This has resulted from the higher Canadian dollar, the lack of a reliable local distributor and the focus of the Company on the Canadian market. If research proves that the Company can be competitive in the U.S. market at projected exchange rates then this option will be actively pursued.
- 55 Dealer /Distributors. Discussions have commenced with an Ontario based engineering firm to work with the Company in the marketing and distribution of manufactured products and components. If this proves successful, additional distributors in other territories will be pursued.
- 56 Plant Relocation: Should relocation become a factor, and it seems it will, sooner or later, it will not be a trivial task and it will obviously be important that it be planned in detail and be managed in a deliberate timely fashion. While this profile does not provide such a plan, the current owner has been and is involved in the development of the plan and we have pre-allocated (or set aside in projected cash flow, as you will see later in this profile) \$250,000 for such relocation, including \$200,000 for the purchase of overhead cranes and electrical requirement (should they not be adequate in otherwise suitable business premises), and \$50,000 to cover the expense of the move itself.



## Valuation Method

The balance of this presentation is designed to lay out the basis on which the Sale Price has been established and justified based on the Company's financial history up to 31-Aug-05 Fiscal Year End as reported by financial statements prepared by Company's CA, plus year-to-date materials provided to 30-Jun-06 by the Seller.

The Sale Price set forth in this presentation is based and argued on calculations of:

- what the company earns,
- what the company owns and owes, and
- what the anticipated cash flow can support.

We attempt to present the business in such a way as to quantify value in a reasoned and justifiable manner, by assessing the company's ability to continue at a quantified and sustainable level and to generate sufficient cash flow to pay for itself (*return the investment*) over a reasonable return period. The valuation is based in part on Balance Sheet Value; (*the net of assets to be included in the sale, minus liabilities to be included*), plus Goodwill Value; (*based on earnings before interest, taxes, depreciation and amortization; ebitda*).

Balance Sheet Value is simply the net of assets at book value in a share sale, or at fair market value in an asset sale, minus liabilities. With respect to book value, we have relied entirely on the balance sheet provided by the company's owner. With respect to fair market value, we will also rely on values provided by the company's owner.

Since the business is a going concern, of course what is balance sheet today, it will not be tomorrow. Thus, to the extent balance sheet value will be greater at the time of sale, sale price will be increased or, to the extent balance sheet value will be less, sale price will be decreased.

But, balance sheet, particularly at book value, is usually not much of an issue. When final inventory is counted, there is often an adjustment, and maybe as well with accounts receivable, but assuming accounts receivable included would be guaranteed collectable and that only current inventory would be counted, both are quite quantifiable. So, assuming agreement on what is to be included and excluded, balance sheet value is usually not an issue. The larger issue (*and potential for disagreement*) is generally with respect to the calculation of goodwill value based on earnings; (ebitda).

In estimating sustainable ebitda, we have recast or normalized the company's income statements to indicate earnings before interest, taxes, depreciation, amortization and before the total of all forms of owner compensation (such as wages, salaries, dividends, benefits, perks and other accruals to the owner) which are then normalized at (replaced by) what is thought to be reasonable market replacement wage for the work-a-day position currently being filled by the owner-operator. We may also recast or normalize non-recurring expenses, non-business related expenses, and non-fair market expenses. All such stem from information provided by the business owner. We have developed calculations around such information, but have not conducted an independent investigation or audit of such information.

Goodwill Value is based on a multiple of ebitda, which multiple will vary depending on the makeup and the comparative size of earnings to balance sheet value. In the end, the sum of the two must be such that the on-going business, continuing at the sustainable rate estimated, can meet all of its operating costs and expenses, service its debt, pay its taxes, meet all other anticipated costs and obligations, retain a reasonable rainy-day fund, and pay for itself; return the purchase price, over a reasonable return period.

It is anticipated that during the time it takes to sell this company, *what the company earns* will not change materially, and it is not anticipated that small earnings changes will affect the sale price, but a major change could.

In our experience, the opposing issues between buyer and seller will usually come down to "*what are the sustainable earnings*" and "*what is a reasonable return period*," and more the former than the latter. With respect to sustainable earnings, we attempt to provide a reasoned and justifiable approach to weighting the results from years past and/or years projected. With respect to the reasonable return period, we simply provide a time deemed reasonable for the size and type of business, on the basis of experience. Of course honest people can disagree over both, and since we are not the sole arbiter of either, we will certainly consider reasoned argument that might lead to another number.

In the end, in our view, both buyer and seller must be prepared to deal at fair market value, or a purchase and sale will probably not occur. A good definition of fair market value is simply "the amount at which a business will change hands from a seller's who is motivated but not compelled to sell, to a buyer's who is motivated but not compelled to buy, on terms and conditions that work for both, when both sides have knowledge and understanding of the relevant facts."

We are confident the seller is prepared to deal at fair market, and while we appreciate that fair market value will be in the eye of the beholder, that is what we will be trying to achieve. It will be our intent through a full-disclosure process to provide you with and/or provide you access to all such relevant facts on which to base your ultimate judgment.

The information contained in this profile is an accurate representation of such information, in so far as it goes. We will do our best to answer (or find answers for) any questions you might have, and/or to obtain additional information you may reasonably request. Ultimately, should your interest continue and should you make an acceptable offer to purchase the business, (presumably, with a subject to due-diligence clause), during the diligence period you will be provided full access to all relevant information on which to conduct your own audit or review process.

We trust you will find this process open, objective and conducive to achieving the fair market result honestly sought by reasonable parties.

Respectfully,  
Your Biz-Brokerage Firm, Inc.

## What the Company Earns

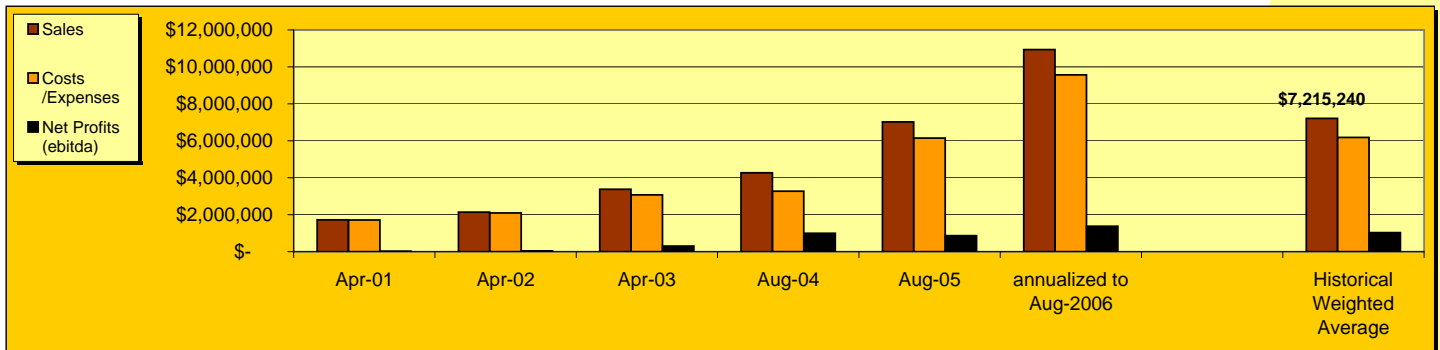
The below summarizes the Company's Income Statements for the past several years, adjusted to reflect earnings before interest, taxes, depreciation, amortization, and normalized to account for normal business expenses, including fair market expenses, such as (eg) fair market rent, fair market wage (in replacement of owner compensation), excluding non-recurring income and expenses, such as (eg) one-time sale of redundant assets or one-time consulting fee. The original income statement and all such recasting and normalizing will be detailed later in this profile.

Then, to estimate the sustainable averages (wiegthed or flat) set out in the right column, we applied a reasoned, but arbitrary weighting to each year included for consideration. We've applied the highest weight to the year(s) thought most likely to be representative of what is apt to reoccur and the lowest weight to the year(s) thought to be least likely to be representative, with all else weighted proportionately between the high and the low, which calculate what we deem to be a reasonable estimate of sustainability.

In weighting current and past years, we have applied 33% of the weighting to the current year, 33% to last year, 33% to 2003-04, 0% to 2002-03, 0% to 2001-02 and 0% to 2000-01. Calculations summarized in the right column assume business will be sustainable throughout the return on investment period, at 103% of last year's sales level and 66% of last year's sales level and that that the company will earn at 119% of current year's earnings level. Based on the wiegthed average of previous years, ebitda calculates to be \$1,032,216.

Historic numbers provided for comparison. Weighted Average (to the far right) and Valuation are NOT based on these historic numbers, but on the Projections set out on the next page.

	Apr-01 0.0%	Apr-02 0.0%	Apr-03 0.0%	Aug-04 33.3%	Aug-05 33.3%	10 months ytd Jun-06	Annualized Aug-06 33.3%	Historical Weighted Average weighting factors
<b>Sale Revenue</b>	\$ 1,725,884	\$ 2,135,970	\$ 3,376,316	\$ 4,267,589	\$ 7,017,502	\$ 9,115,714	\$ 10,938,857	66% \$ <b>7,215,240</b>
<b>Cost of Goods Sold</b>	\$ 1,465,897	\$ 1,801,864	\$ 2,718,070	\$ 2,650,828	\$ 5,426,266	\$ 7,192,051	\$ 8,616,922	63% \$ <b>5,419,889</b>
<b>Gross Profits</b>	\$ 259,987	\$ 334,106	\$ 658,245	\$ 1,616,761	\$ 1,591,236	\$ 1,923,663	\$ 2,321,935	77% \$ <b>1,795,351</b>
<b>Operating Expenses</b>	\$ 246,520	\$ 290,584	\$ 355,849	\$ 618,706	\$ 724,258	\$ 788,702	\$ 946,442	81% \$ <b>763,135</b>
<b>Net Profits (recast ebitda)</b>	\$ 13,467	\$ 43,522	\$ 302,397	\$ 998,055	\$ 866,978	\$ 1,134,962	\$ 1,375,493	75% \$ <b>1,032,216</b>



## What the Company Earns and What the Company is Projected to Earn

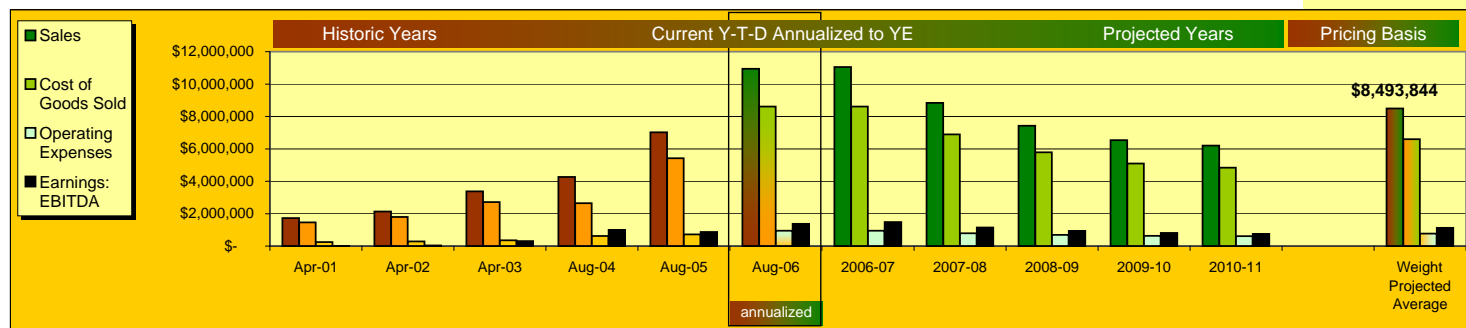
The below summarizes of the Company's Historic Income Statements over the past 5 years, plus current year-to-date annualized, and and it forecasts income statements, including the annualization of current year-to-date to year-end and projections of the next 6 years, projecting EBITDA; earnings before interest, taxes, depreciation, amortization, after fair market rent has been expensed and after reasonable owner compensation has been expensed.

After recasting statements to reflect EBITDA, we applying a reasoned, but arbitrary weighting to each year considered relevant; the highest weight being applied to the year(s) thought most likely to represent a sustainable average and the lowest weight to year(s) thought least likely to represent a sustainable average, and the others proportionately between, providing a weighted and reasoned estimate of sustainability.

In weighting current and past years, we've applied 33% of the weighting to the current year, 33% to last year, 33% to 2003-04, 0% to 2002-03, 0% to 2001-02 and 0% to 2000-01. In weighting projected years, we've applied 17% of the weighting to the current year (annualized), 17% to the first year projected, 17% to 2007-08, 17% to 2008-09, 17% to 2009-10 and 17% to 2010-11. In this valuation, applying the projected assumptions, average sustainable sales throughout the 5 year return on investment period is estimated to be \$8,493,844, which is 78% of current sales level, and sustainable earnings are estimated to be \$1,126,989, which is 82% of current year's earnings level.

*Valuation is NOT based on these historic numbers, but on the projected average provided below.*

Recast Historic	Apr-01 0.0%	Apr-02 0.0%	Apr-03 0.0%	Aug-04 33.3%	Aug-05 33.3%	10 months ytd Jun-06	Annualized Aug-06 33.3%	Historical Weighted Average
<b>Sale Revenue</b>	\$ 1,725,884	\$ 2,135,970	\$ 3,376,316	\$ 4,267,589	\$ 7,017,502	\$ 9,115,714	\$ 10,938,857	66% <b>\$ 7,215,240</b>
<b>Cost of Goods Sold</b>	\$ 1,465,897	\$ 1,801,864	\$ 2,718,070	\$ 2,650,828	\$ 5,426,266	\$ 7,192,051	\$ 8,616,922	63% <b>\$ 5,419,889</b>
<b>Gross Profits</b>	\$ 259,987	\$ 334,106	\$ 658,245	\$ 1,616,761	\$ 1,591,236	\$ 1,923,663	\$ 2,321,935	77% <b>\$ 1,795,351</b>
<b>Operating Expenses</b>	\$ 246,520	\$ 290,584	\$ 355,849	\$ 618,706	\$ 724,258	\$ 788,702	\$ 946,442	81% <b>\$ 763,135</b>
<b>Net Profits (recast ebitda)</b>	<b>\$ 13,467</b>	<b>\$ 43,522</b>	<b>\$ 302,397</b>	<b>\$ 998,055</b>	<b>\$ 866,978</b>	<b>\$ 1,134,962</b>	<b>\$ 1,375,493</b>	75% <b>\$ 1,032,216</b>



Projected	10 months ytd Jun-06	Annualized Aug-06 16.7%	2006-07 16.7%	2007-08 16.7%	2008-09 16.7%	2009-10 16.7%	2010-11 16.7%	Weight Projected Average
<b>Sale Revenue</b>	\$ 9,115,714	\$ 10,938,857	\$ 11,048,246	\$ 8,838,597	\$ 7,424,421	\$ 6,533,491	\$ 6,206,816	<b>\$ 8,498,405</b>
<b>Cost of Goods Sold</b>	\$ 7,192,051	\$ 8,616,922	\$ 8,616,922	\$ 6,893,538	\$ 5,790,572	\$ 5,095,703	\$ 4,840,918	<b>\$ 6,642,429</b>
<b>Gross Profits</b>	\$ 1,923,663	\$ 2,321,935	\$ 2,431,323	\$ 1,945,059	\$ 1,633,849	\$ 1,437,787	\$ 1,365,898	<b>\$ 1,855,975</b>
<b>Operating Expenses</b>	\$ 788,702	\$ 946,442	\$ 946,442	\$ 795,011	\$ 691,660	\$ 629,410	\$ 616,822	<b>\$ 770,965</b>
<b>Net Profits (forecast ebitda)</b>	<b>\$ 1,134,962</b>	<b>\$ 1,375,493</b>	<b>\$ 1,484,881</b>	<b>\$ 1,150,048</b>	<b>\$ 942,190</b>	<b>\$ 808,377</b>	<b>\$ 749,076</b>	<b>\$ 1,085,011</b>

## What the Company Owns

What the Company owns, refers to those assets and liabilities which the Company owns and which are to be "included in the sale."

The balance sheet below (right column) represents balance sheet assets and/or liabilities as at the latest Balance Sheet valuation date are to be included in the sale at the Sale Price, none of which will be the same as at the date of the sale. To the extent Balance Sheet Value will be greater or lesser as at Sale Price Adjustment Date, Sale Price will be greater or lesser.

Balance Sheet Value as at latest valuation date, totals \$1,126,199, including \$1,019,026 working capital.

	2000-01 30-Apr-01	2001-02 30-Apr-02	2002-03 30-Apr-03	2003-04 31-Aug-04	2004-05 31-Aug-05	2005-06 Jun-06	Balance Sheet included in the Sale
<b>ASSETS</b>							
Current Assets	\$ -	\$ -	\$ -	\$ 1,213,695	\$ 1,949,330	\$ 2,114,221	\$ 2,114,221
Long Term Assets	\$ -	\$ -	\$ -	\$ 326,097	\$ 985,467	\$ 985,467	\$ 2,048
Capital Assets	\$ -	\$ -	\$ -	\$ 49,359	\$ 72,142	\$ 105,126	\$ 105,126
<b>TOTAL ASSETS</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,589,151</b>	<b>\$ 3,006,939</b>	<b>\$ 3,204,814</b>	<b>\$ 2,221,395</b>
<b>LIABILITIES</b>							
Third Party Liabilities	\$ -	\$ -	\$ -	\$ 802,024	\$ 2,011,949	\$ 1,415,842	\$ 1,095,195
Due Shareholders/Affiliates	\$ -	\$ -	\$ -	\$ 365,366	\$ 516,333	\$ 515,153	\$ -
Shareholder Equity	\$ -	\$ -	\$ -	\$ 421,761	\$ 478,657	\$ 1,273,819	\$ 1,126,199
<b>TOTAL LIABILITIES</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,589,151</b>	<b>\$ 3,006,939</b>	<b>\$ 3,204,814</b>	<b>\$ 2,221,395</b>

## Working Capital and amounts Due to Shareholder included in the Sale Price

Cash:	\$ 180,894
Accounts Receivable:	\$ 1,022,800
Inventory - WIP:	\$ 905,294
Prepaid Expenses:	\$ 5,233
(Accounts Payable):	\$ 1,095,195
(Mortgage and/or Operating Line):	\$ -
<b>Net Working Capital included in the Sale Price</b>	<b>\$ 1,019,026</b>
Amounts due to (or from) Shareholder(s)/Related Party(s)	\$ -
<b>Balance Sheet Value net of Working Capital and amounts Due to Shareholder(s) and/or Related Party(s)</b>	<b>\$ 107,174</b>
<b>Total Balance Sheet Value</b>	<b>\$ 1,126,199</b>

Average Earnings (EBITDA) is calculated to be \$1,036,836. Goodwill Value, calculated at 2.32 times ebitda, is \$2,405,662. Balance Sheet Value is \$1,126,199, equal to 1.09 times ebitda, and Sale Price is thus \$3,531,861, which is 3.41 times earnings. .... However, \$1,019,026 of the balance sheet is working capital net of due to shareholder or a related party. Balance Sheet net of Working Capital and amounts due shareholder(s) is \$107,174, and equal to 0.10 times ebitda. NET Going Concern Valuation, (or Sale Price net of Working Capital), is therefore \$2,512,835; equal to 2.42 times earnings.

earnings - ebitda  
\$ 1,036,836

Working Capital and Shareholder Loan	\$ 1,019,026	0.98 times ebitda
Balance Sheet Value net of Working Capital and Shareholder Loan	\$ 107,174	0.10 times ebitda
Goodwill Value	\$ 2,405,662	2.32 times ebitda
<b>Going Concern Valuation net of Working Capital and Shareholder Loan</b>	<b>\$ 2,512,835</b>	<b>2.42 times ebitda</b>
<b>Going Concern Valuation</b>	<b>\$ 3,531,861</b>	<b>3.41 times ebitda</b>

## Statement of Cash Flow

CashFlows for Period Ending	2005-06 30-Jun-06	2004-05 31-Aug-05	2003-04 31-Aug-04	2002-03 30-Apr-03	2001-02 30-Apr-02	2000-01 30-Apr-01
<b>CashFlow from Operations</b>						
Net Income (Loss) for the Period	\$ 783,402	\$ 498,233	\$ 688,826	\$ 395,820	\$ 137,499	\$ 105,790
Amortization; non-cash related expense	6,400	16,954	13,276	-	-	-
	<u>\$ 789,802</u>	<u>\$ 515,187</u>	<u>\$ 702,102</u>	<u>\$ 395,820</u>	<u>\$ 137,499</u>	<u>\$ 105,790</u>
<b>CashFlow from Accounts</b>						
Decrease (increase) Cash on Hand	\$ 180,894	\$ (10,470)	\$ 10,470	\$ -	\$ -	\$ -
Changes in Non-Cash Working Capital						
Decrease (increase) Accounts Receivable	\$ (85,054)	\$ (399,624)	\$ (538,122)	\$ -	\$ -	\$ -
Decrease (increase) Inventory	67,693	(337,412)	(635,575)	-	-	-
Decrease (increase) PrePaid Expenses	33,364	(9,069)	(29,528)	-	-	-
Dec (inc) Accounts Payable & Accrued Liabilities	483,859	3,798	607,538	-	-	-
Decrease (increase) Income Taxes Payable	(111,416)	74,487	33,097	-	-	-
Decrease (increase) Non-Cash Working Capital	<u>\$ 388,446</u>	<u>\$ 824,390</u>	<u>\$ 1,843,860</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
	<u>\$ 1,359,142</u>	<u>\$ 1,329,107</u>	<u>\$ 2,556,432</u>	<u>\$ 395,820</u>	<u>\$ 137,499</u>	<u>\$ 105,790</u>
<b>CashFlow from Investments</b>						
Sale (or Purchase) of Capital Assets	\$ (32,984)	\$ (20,646)	\$ (217,551.00)	\$ -	\$ -	\$ -
	<u>\$ (32,984)</u>	<u>\$ (20,646)</u>	<u>\$ (217,551)</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>CashFlow from Financing Activities</b>						
Increase (decrease) Bank Debt (Long and Short Term)	\$ (916,081)	\$ 754,692	\$ 161,389	\$ -	\$ -	\$ -
Increase (decrease) Other Long Term Debt	(52,469)	376,948	-	-	-	-
Increase (decrease) Unearned Income/Customer Deposits	-	-	-	-	-	-
Increase (decrease) Related Party Advances	(1,180)	476,166	40,167	-	-	-
	<u>\$ (969,730)</u>	<u>\$ 1,607,806</u>	<u>\$ 201,556</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>
<b>Change; Increase (decrease) in Cash over Period</b>	<u>\$ 356,429</u>	<u>\$ 2,916,267</u>	<u>\$ 2,540,437</u>	<u>\$ 395,820</u>	<u>\$ 137,499</u>	<u>\$ 105,790</u>

### Supplemental Information

The above table depicts the Company's Cash Flow based on its Financial Statements as they were prepared by Company's CA, before add-backs and adjustments made in the calculation of normalized earnings before interest, taxes, depreciation & amortization; (ebitda). The Supplemental Information below depicts the recasting/normalizing add-backs and the impact of those adjustments on the above Cash Flow.

<b>EBITDA Recasting/Normalizing Adjustments</b>						
Interest Paid add-back	\$ 171,369	\$ 37,700	\$ 13,102	\$ 5,769	\$ 4,252	\$ 4,604
Income Taxes Paid add-back	175,785	190,645	58,867	-	-	-
Owner Comp in excess of Fair Market Wage	(10,574)	100,250	212,225	(104,444)	(102,355)	(100,308)
Non-Recurring Income/Costs & Fair Market Rent	8,580	23,196	11,759	5,251	4,126	3,380
Discretionary Spending & Other adjustments	-	-	-	-	-	-
Inventory & Accounts Receivable adjustments	-	-	-	-	-	-
	<u>\$ 345,160</u>	<u>\$ 351,791</u>	<u>\$ 295,953</u>	<u>\$ (93,424)</u>	<u>\$ (93,977)</u>	<u>\$ (92,323)</u>
<b>Adjusted Increase (decrease) in Cash over Period</b>	<u>\$ 701,589</u>	<u>\$ 3,268,058</u>	<u>\$ 2,836,390</u>	<u>\$ 302,397</u>	<u>\$ 43,522</u>	<u>\$ 13,467</u>

**What Discretionary Cash Flow can support**

Due to (from) Related Parties	\$ -
Retained Earnings	\$ 1,126,199
<b>Total Shareholder (related party) Equity</b>	<b>\$ 1,126,199</b>
<b>Working Capital</b>	
Cash on Hand	\$ 180,894
Accounts Receivable	\$ 1,022,800
Inventory - Wip	\$ 905,294
Prepaid Expenses and Other Current Assets	\$ 5,233
Current Payables	\$ (1,095,195)
Current Bank Debt - Line of Credit	\$ -
<b>Working Capital included in Balance Sheet Value</b>	<b>\$ 1,019,026</b>
Capital Assets (other than Real Estate)	\$ 105,126
Business Premises NOT included	\$ -
Other Long Term Assets	\$ 2,048
Bank Term Debt	\$ -
Other Long Term Debt	\$ -
Long Term Assets vs Long Term Liabilities	\$ 107,174
<b>Total of Working Capital plus Net Long Term Assets</b>	<b>\$ 1,126,199</b>

Share Price is \$3,531,861, \$1,126,199 of which is Shareholder Equity, with the \$2,405,662 balance being the Goodwill component of the Sale Price.

The balance sheet included in the Sale Price, includes \$2,114,221 working capital minus \$1,095,195 current liabilities; net \$1,019,026, of which \$180,894 is cash. Working capital net of cash is therefore, \$838,131.

Down Payment on the \$3,531,861 Sale Price, is \$1,765,930. Provided adequate security, the vendor is prepared to carry the \$1,765,930 balance over 60 months.

Our objective with regard to cash flow from earnings (set-out below), will be, .... after meeting all operating costs and expenses, paying all necessary taxes, servicing all debt (including operating line and vendor take-back, if any), ... to return a 6.5% interest rate on buyer's investment in 'working capital-net of cash' and to fully repay the 'sale price-net of working capital' over a reasonable period of time, while leaving a surplus for a rainy-day. In this case, 'sale price-net of working capital' is \$2,512,835 and working capital-net of cash is \$838,131. The 'reasonable return period' assumption is 5 years.

Based on the recasting calculations and sustainability assumptions, with current staff working under current conditions, after all costs of goods and operating expenses including owner compensation and after payment of estimated corporate taxes, profits/earnings appear to be sufficient to enable the business to pay for itself over such return period. The table below illustrates application of discretionary cash; ebitda (after coqs and operating expenses are covered) based, for the purpose of comparison, on 1) the weighted average described above, 2) current year alone, 3) last year alone, 4) the average of current and last year and 5) the average of the last two completed years.

Earnings before Interest, Taxes, Depreciation, Amortization and before Owner Compensation, and after normalizing non-recurring income and expenses and after recasting discretionary spending, are calculated to be \$1,145,586.

- .... from such \$1,145,586, \$108,750 is deducted as a reasonable (fair market) replacement wage to the owner compensation recast, leaving \$1,036,836 ebitda.
- .... \$0,000 is then deducted to service long term debt (if any) assumed with the balance sheet.
- .... \$0,000 is deducted to service the margined line of credit (if any) assumed with the balance sheet.
- .... \$0,000 is deducted to cover mortgage payments (if any) assumed.
- .... \$233,390 is deducted for estimated income taxes (averaged over the return period). ... see: Note (1) below and next page.
- .... -\$414,629 is deducted to service \$1,809,355 vendor take-back, plus 6.5% interest payable at the rate of \$34,552/mo for 60 months.
- .... -\$175,369 is deducted to service the funding of working capital (other than working capital serviced through the margined credit line).
- .... -\$54,479 is deducted to cover principal return on buyer's investment, plus 6.5% per annum over a 5.0 year reasonable return period.
- .... \$54,719 is deducted to cover the anticipated cash requirement to acquire additional capital assets. ... see: Note (2) next page
- .... \$22,563 is deducted to provide relocation expenses, since relocation is not anticipated. ... see: Note (3) next page

On this basis, with 5 years considered the reasonable return period, a \$81,688 annual surplus; which is equal to 7.9% of ebitda, will remain as a rainy-day cushion.

*The Cash Flow scheduled below is based on the business paying for itself; that is to say sale/purchase price net of working capital included, plus 6.5% interest on total purchase price including working capital, over five years. Vendor Take Back is calculated over a five year term, and the number of years weighted (or averaged) to estimate 'sustainable ebitda' is six years.*

**Application of Discretionary Cash Flow Anticipated**

	Weighted Average Pricing Basis	Current Year's Results Only	Last Year's results Only	Average Current and Last Year	Average Last Two Years
earnings to owner before interest, taxes, depreciation, amortization BEFORE expensing owner compensation; EBITDA&OC	\$ 1,145,586	\$ 1,486,462	\$ 975,728	\$ 1,231,095	\$ 1,040,179
owner compensation (salary) or fair market wage replacement	\$ (108,750)	\$ (110,969)	\$ (108,750)	\$ (109,860)	\$ (107,663)
earnings before interest, taxes, depreciation, amortization AFTER fair market owner compensation; EBITDA	\$ 1,036,836	\$ 1,375,493	\$ 866,978	\$ 1,121,235	\$ 932,517
to service long term debt (if any) assumed with the balance sheet	\$ -	\$ -	\$ -	\$ -	\$ -
to service line of credit (if any) assumed with the balance sheet	\$ -	\$ -	\$ -	\$ -	\$ -
to service existing mortgage (if any) assumed with the balance sheet	\$ -	\$ -	\$ -	\$ -	\$ -
Note (1) .... ESTIMATED Corporate Income Taxes	\$ (233,390)	\$ (358,693)	\$ (170,543)	\$ (264,618)	\$ (194,792)
EARNINGS estimated after business debt service and taxes	\$ 803,446	\$ 1,016,800	\$ 696,435	\$ 856,617	\$ 737,725
TO RETURN the \$2,512,835 'Sale/Purchase Price-Net of Working Capital' plus 6.5%, amortized over 60 mo at \$589,998 /yr, plus 6.5% on the \$838,131 investment in 'working capital-net of cash'; \$54,479 /yr.	-\$589,998 -\$54,479 (\$644,477)	\$0 \$0 (\$644,477)	-\$589,998 -\$54,479 (\$644,477)	-\$589,998 -\$54,479 (\$644,477)	-\$589,998 -\$54,479 (\$644,477)
ALTERNATELY, to pay VTB, repay Net Down Pay & Interest on Working Capital					
VENDOR TAKE-BACK: \$1,765,930 plus 6.5% amortized over 60 mo at \$414,629 /yr	-\$414,629	-\$414,629	-\$414,629	-\$414,629	-\$414,629
DOWN PAYMENT net Working Capital: \$746,905 plus 6.5% over 60 mo at \$175,369 /yr	-\$175,369	-\$175,369	-\$175,369	-\$175,369	-\$175,369
Return on WORKING CAPITAL net of Cash: 6.50% interest on \$838,131; \$54,479 /yr	-\$54,479	-\$54,479	-\$54,479	-\$54,479	-\$54,479
TOTAL ANNUAL CASH FLOW to return 'Purchase Price net of Working Capital'	(\$644,477)	(\$644,477)	(\$644,477)	(\$644,477)	(\$644,477)
Return of/on Investment (the greater of the above cash requirements)	\$ (644,477)	\$ (644,477)	\$ (644,477)	\$ (644,477)	\$ (644,477)
<b>SURPLUS CASH BALANCE .....</b>	<b>\$ 158,969</b>	<b>\$ 372,323</b>	<b>\$ 51,959</b>	<b>\$ 212,141</b>	<b>\$ 93,248</b>
debt service, re the employment of full credit line available	\$ -	\$ -	\$ -	\$ -	\$ -
service, re the employment of full mortgage funds available	\$ -	\$ -	\$ -	\$ -	\$ -
PRE-ALLOCATION: future expenditures and/or set-asides					
estimated requirement for additional capital expenditures	\$ (54,719)	\$ (54,719)	\$ (54,719)	\$ (54,719)	\$ (54,719)
pre-allocated relocation costs (if any required)	\$ (22,563)	\$ (22,563)	\$ (22,563)	\$ (22,563)	\$ (22,563)
<b>Discretionary Cash Surplus (deficit)</b>	<b>\$81,688</b>	<b>\$295,042</b>	<b>(\$25,322)</b>	<b>\$134,860</b>	<b>\$15,967</b>
percentage of EBITDA (suggest 5% minimum)	7.9%	21.4%	-2.9%	12.0%	1.7%

Note (1) estimated taxable corporate earnings \$840,298 \$1,178,955 \$670,440 \$924,697 \$735,978  
 estimated effective tax rate on corporate earnings 28% 30% 25% 29% 26%

The \$233,390 in Corporate Taxes, enumerated above, are estimated on the basis of 28% of \$840,298. \$840,298 is the net of the above enumerated \$1,036,836 ebitda after owner compensation, minus \$12,782 average annual interest scheduled with respect to capital asset purchases scheduled (see Note (2) next page), minus \$67,699 average annual depreciation estimated with respect to current capital assets and capital asset purchases scheduled (see Note (2) next page), minus \$118,083 average annual depreciation estimated with respect to the goodwill portion of the Sale Price.

### What Discretionary Cash Flow can support ( ..... continued )

Based on the above assumptions, we calculate, after the satisfaction of cost of sales, operating expenses, owner compensation, income taxes and business debt service, that a cash surplus of \$803,446 will be available to service or return the purchase price. We calculate \$644,477 will be required to pay or return the full purchase price including 6.5% interest over a 5 year 'reasonable return' period, leaving a cash surplus of \$158,969. And from that, we further calculate that \$77,281 be allocated to the purchase of capital assets and the cost of relocation, finally leaving a cash surplus of \$81,688; equal to 7.9% of ebitda.

Similarly, as illustrated above (previous page):

.... there remains a \$295,042 surplus, if/when calculations are based on the sales and earnings of the current year annualized  
 .... there remains a -\$25,322 (deficit), if/when calculations are based on the sales and earnings of last year alone  
 .... there remains a \$134,860 surplus, if/when calculations are based on an average of current year annualized plus those of last year  
 .... there remains a \$15,967 surplus, if/when calculations are on an average of the sales and earnings of the last two years' completed

Note (1): Corporate Taxes enumerated above (previous page) are estimated on the basis of 28% of the \$840,298 taxable earnings estimated/projected above. \$840,298 is the net of the above enumerated \$1,036,836 ebitda after owner compensation, minus \$12,782 average annual interest scheduled at 6.5% per annum with respect to capital asset purchases contemplated for next 6 years, minus \$67,699 average annual depreciation estimated with respect to current capital assets and capital asset purchases contemplated over the next 6 years, calculated on a diminishing-balance basis, minus \$118,083 average annual depreciation calculated on a diminishing-balance basis, at 7.0% of 75% of the \$2,405,662 Goodwill portion of the Sale Price.

Note (2): It is anticipated that, over the next 5 years, the Company will invest \$380,000 in additional/replacement Capital Assets. It is contemplated that capital assets required in the relocation of the business to alternate facilities will cost about \$200,000, assumes those assets will be purchased at \$100,000 per year over the 2 year period between now and the time it is anticipated relocation will be necessary, with funds borrowed at 6.5% interest, and we have pre-allocated \$35,219 per year on average to service such borrowing. It is further contemplated that capital asset additions, replacement or upgrades required to maintain the currency of existing capital assets, will be purchased at a cost over the 6 years totaling \$180,000, in annual increments of \$36,000 per year, and assumes those assets will be purchased with funds borrowed at 6.5% interest. We have allocated \$19,500 per year on average to service such borrowing.

Anticipated Capital Asset Purchase Schedule	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11
Modular Office Facilities	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Office Equipment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Manufacturing Equipment	\$ 100,000	\$ 150,000	\$ 40,000	\$ 30,000	\$ 30,000	\$ 30,000
Automotive Equipment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Leasehold Improvements	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Computer Equipment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
-----	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
-----	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
-----	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Capital Asset Pre-allocation</b>	<b>\$ 100,000</b>	<b>\$ 150,000</b>	<b>\$ 40,000</b>	<b>\$ 30,000</b>	<b>\$ 30,000</b>	<b>\$ 30,000</b>

Depreciation/Amortization Basis & Schedule	2005-06	2006-07	2007-08	2008-09	2009-10	2010-11
Modular Office Facilities , diminishing-balance 30%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Office Equipment , diminishing-balance 30%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Manufacturing Equipment , diminishing-balance 30%	\$ 30,000	\$ 66,000	\$ 58,200	\$ 49,740	\$ 43,818	\$ 39,673
Automotive Equipment , diminishing-balance 30%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Leasehold Improvements , straight-line 20%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Computer Equipment , diminishing-balance 30%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
-----	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
-----	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
-----	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Total Depreciation, Capital Assets</b>	<b>\$ 30,000</b>	<b>\$ 66,000</b>	<b>\$ 58,200</b>	<b>\$ 49,740</b>	<b>\$ 43,818</b>	<b>\$ 39,673</b>

\$2,542,511 Goodwill, 75% eligible, depreciated on a diminishing-balance basis at 7% /year	\$ -	\$ 133,482	\$ 124,138	\$ 115,448	\$ 107,367	\$ 99,851
<b>Total Depreciation Projected</b>	<b>\$ 30,000</b>	<b>\$ 199,482</b>	<b>\$ 182,338</b>	<b>\$ 165,188</b>	<b>\$ 151,185</b>	<b>\$ 139,524</b>

Note (3): \$50,000 has been set aside as direct relocation costs should it become necessary to relocate the business when the current lease expires in about 4 years. Therefore, calculations set-aside \$22,563 per year, which is equal to \$25,000 per year for 4 years, minus 6.5% interest, offsetting the interest rate applied to debt service.

Note (4): Interest calculated at the rate of 6.5% per annum on the full purchase price minus net working capital included in the purchase price, on average over the 5 years, would come to \$87,431 per year. In the event the Company is able to expense that interest; (such as by merging opco with purchco), taxable income estimate indicated above to be \$840,298, would be reduced to \$752,867 and the tax estimate would be reduced from \$233,390 to \$201,041, thus providing an additional \$32,349 to the \$81,688 cash surplus indicated above (previous page), which would thus become a \$114,038 cash surplus ; equal to 11.0% of the Company's ebitda.

### Materials on which Valuation is calculated

In the development of this Business Profile, the preparer has relied on CA prepared financial statements and other materials and information provided by the Seller, which have been checked against federal tax filings, and which appear consistent.

However, while all information appears to be in good order, preparer has not conducted an audit of any kind and is therefore unable to attest to the accuracy of such statements and materials, nor does preparer assure any of the assumptions asserted by this Business Profile. During the diligence process, which we anticipate will occur before any commitment to purchase is made, it is anticipated that the prospective Buyer and/or the prospective Buyer's representatives shall be granted full access to all company information, books, records and other materials, and thus that the prospective Buyer will be afforded a full opportunity to conduct his/her own analysis, review and audit of the company and its business and to reach independent satisfaction (or otherwise), with respect to all such, prior to making any commitment to purchase.

During the diligence process, CA prepared year-end financial statements will be made available from 2004-05 thru 2000-01, as will be the income tax filings for such years as may be reasonably required.

In the meantime, for the purpose of preliminary evaluation, the information contained and assertions made in this presentation are believed to be factual and accurately presented. Should you have questions that are not sufficiently answered within this presentation or should you require additional information, preparer and/or presenter will do its best to provide satisfactory answers and such additional materials as may be required.

For confidentiality reasons, it is our policy not to publish the name of the company and we may not include any identifying information within the Business Profile. Whether the company is identified by name or by description or otherwise, both its identity and all information disclosed herein or disclosed otherwise is CONFIDENTIAL INFORMATION and subject to the terms of the Buyer's Warranty and Confidentiality Agreement previously executed. Information not contained in this Business Profile is available through the Your Biz-Brokerage Firm, Inc. Contact us via email at [broker@yourbrokeragefirm.ca](mailto:broker@yourbrokeragefirm.ca) or by phone, at 403-123-4567.

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**The pages to follow will provide summarized representations of the following historical financial materials**

Historical Monthly Sales numbers from August 2000 through June 2006; total 70 months

Historical Income Statements for FY2001 through FY2005 (Summarized from the financial statements provided by Seller)

Recasting Adjustments: (Recasting, normalizing or add-back adjustment to income statements to calculate \*EBITDA)

Recast Income Statements for FY2001 through FY2005 plus 10 months ytd Jun 30, 2006 annualized to FYE

Historical Balance Sheet Summary April 30 2001 through August 31 2005

Anticipated distribution of Balance Sheet as at the time of Sale

about Confidentiality and the Confidentiality Agreement

**SPECIAL NOTE:**

Between Apr-03 and Aug-04, the Company changed its fiscal year-end from April to August. Between FYE Apr-03 and FYE Aug-04 is a 16 month period. For valuation purposes, (so that we are consistently estimating 12 month sustainability on 12 month years), we've incorporated just 12 of those months, those being from Aug-03 to Aug-04, and thus have lost or ignored the 4 month period from Apr-03 to Aug-03.

The Company's year end was April 30. The business was sold to the current owner effective August 30, 2004. At that time August 30, 2004 financial statements were prepared for the deemed year-end coinciding with the sale, and the current owner changed year end to August 30th. So, the 4 months between April 30, 2004 and August 30, 2004 were under former ownership. Everything from August 30, 2004 is under current ownership.

The four months; May, June, July and August 2005 were consistent with months immediately before and after. The 4 months sales totaled \$1,793,237. Annualized on a straight line basis, sales would be \$5,379,711, whereas sales the year before had been \$4,285,095 and the year after, \$6,981,606.

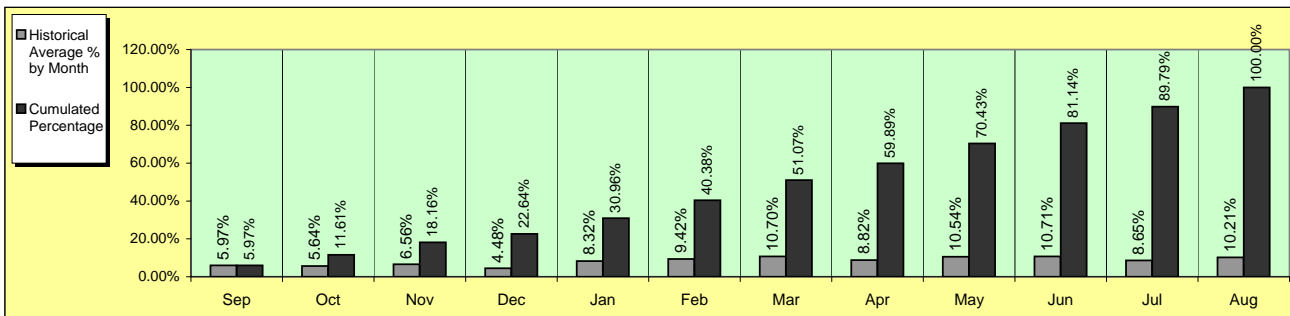
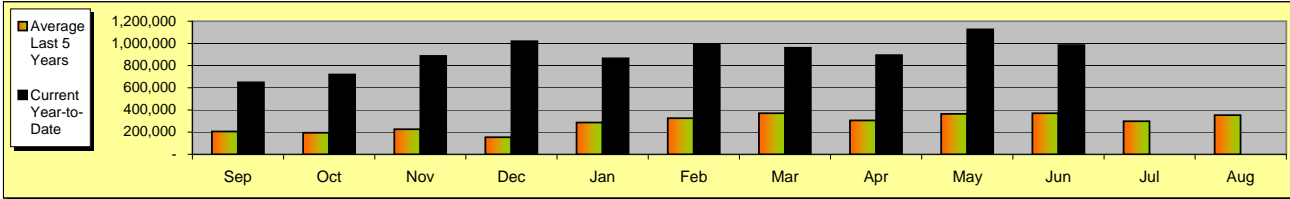
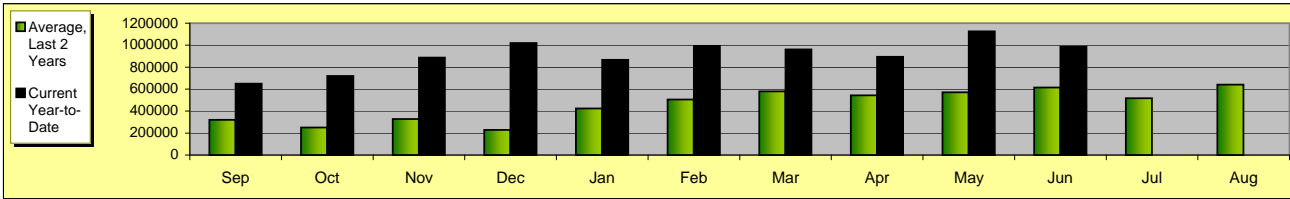
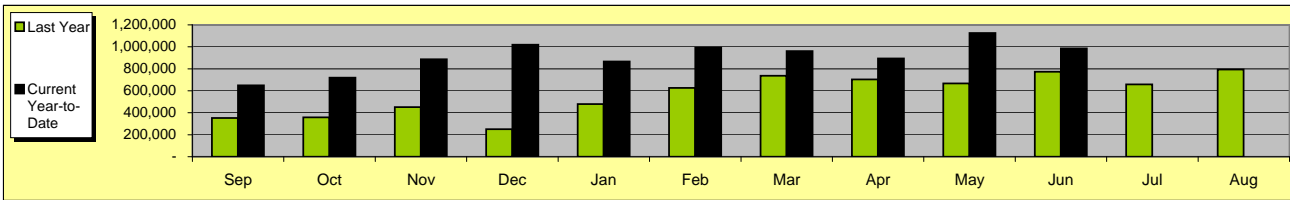
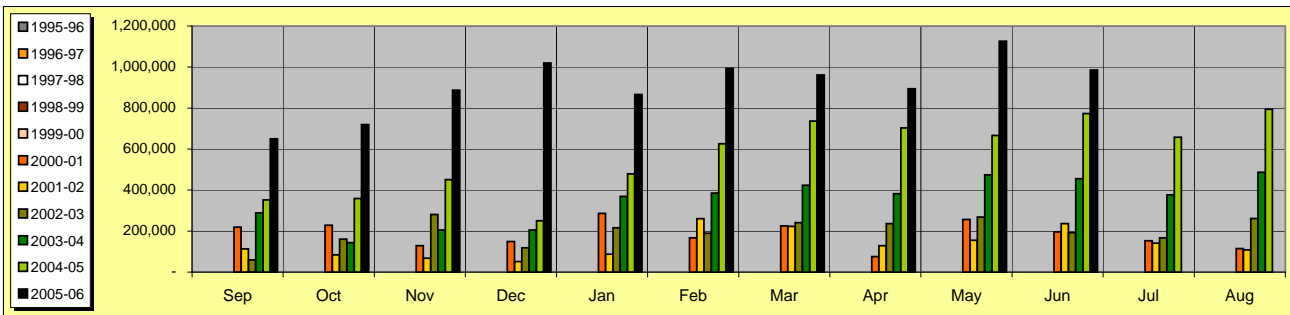
The Company (Opco) was purchased in 2004 by a holding company (Holdco) owned by the current owner. A year later, by August 30, 2005, Holdco and Opco were merged. Then Opco was shut down and Holdco's name was changed to Opco. So the Corporation today is in fact Holdco, renamed Opco.



## Monthly Sales History

	Month 1	Month 2	Month 3	Month 4	Month 5	Month 6	Month 7	Month 8	Month 9	Month 10	Month 11	Month 12	12 Month Totals	
	Sep	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug		
y-t-d	2005-06	649,652	719,572	886,895	1,019,751	865,883	993,536	961,267	894,537	1,126,151	985,612	-	-	\$ 9,102,856
LastYear	2004-05	352,183	358,597	450,807	250,710	479,203	625,654	736,618	703,368	666,690	772,891	657,560	794,364	\$ 6,848,645
2YRS	2003-04	288,318	143,669	205,493	205,486	369,209	385,116	423,958	382,164	474,239	455,575	376,657	486,767	\$ 4,196,651
3YRS	2002-03	59,330	160,734	280,830	118,361	216,384	189,921	240,737	236,112	268,559	192,282	167,246	261,670	\$ 2,392,165
4YRS	2001-02	113,128	83,976	68,214	51,586	87,345	260,828	223,321	128,394	155,655	236,442	141,288	108,532	\$ 1,658,708
5YRS	2000-01	218,895	228,716	128,434	149,052	286,203	167,065	225,673	75,764	257,022	195,693	153,192	114,374	\$ 2,200,082
6YRS	1999-00	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
7YRS	1998-99	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
8YRS	1997-98	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
9YRS	1996-97	-	-	-	-	-	-	-	-	-	-	-	-	\$ -
10YRS	1995-96	-	-	-	-	-	-	-	-	-	-	-	-	\$ -

It should be noted, the 12 month totals of the above monthly sales figures may not be exactly the same as year-end sales figures presented in the financial statements. The above monthly figures are generally taken from sales journals and have not been subjected to accounting adjustments.



### Historic Income Statements - Summarized from CA prepared Financial Statements

The below income statement is an accurate representation of the income statement portions of company's financial statements as provided to preparer by the Seller and/or Seller's CA for the past 5 years, plus 10 months year-to-date. While preparer has not conducted any sort of audit or review with respect to the following, we can confirm that the company's income tax filings appear consistent with these income statements.

The below are stated as prepared by Company's CA after interest, taxes, depreciation, amortization, and after owner compensation, benefits and perks have been expensed, just as each was expensed in the financial statements of the company, before any recasting adjustments.

	10 months ytd 2005-06 30-Jun-06	2004-05 33.3%	2003-04 33.3%	2002-03 0.0%	2001-02 0.0%	2000-01 0.0%
<b>Sales Income</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Canadian Sales	9,079,472 100%	6,779,398 97%	4,025,660 94%	3,109,097 92%	1,456,287 68%	1,102,792 64%
US Sales	1,029 0%	202,208 3%	259,435 6%	259,163 8%	678,114 32%	631,571 37%
Other Sales	35,213 0%	35,896 1%	(17,506) 0%	8,056 0%	1,570 0%	(8,479) 0%
<b>TOTAL SALES REVENUES</b>	<b>\$ 9,115,714 100%</b>	<b>\$ 7,017,502 100%</b>	<b>\$ 4,267,589 100%</b>	<b>\$ 3,376,316 100%</b>	<b>\$ 2,135,970 100%</b>	<b>\$ 1,725,884 100%</b>
<b>Cost of Goods Sold</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Inventory, beginning of period	972,987 11%	635,575 9%	-	-	-	-
Purchases	5,060,212 56%	3,932,255 56%	2,127,379 50%	1,896,136 56%	1,232,694 58%	971,988 56%
Freight	40,958 0%	32,180 0%	25,480 1%	25,080 1%	23,646 1%	26,105 2%
Customs & Brokerage	5,254 0%	5,853 0%	6,232 0%	6,232 0%	5,851 0%	5,924 0%
Inventory, end of period	905,294 10%	972,987 14%	635,575 15%	-	-	-
<b>Material COGS</b>	<b>\$ 5,174,117 57%</b>	<b>\$ 3,632,876 52%</b>	<b>\$ 1,523,516 36%</b>	<b>\$ 1,927,449 57%</b>	<b>\$ 1,262,190 59%</b>	<b>\$ 1,004,017 58%</b>
Employee Benefits	113,238 1%	83,497 1%	58,926 1%	39,088 1%	23,342 1%	19,944 1%
Fringe Benefits	22,823 0%	20,155 0%	18,000 0%	8,254 0%	5,214 0%	4,940 0%
SubContract	8,079 0%	29,546 0%	12,209 0%	887 0%	-	-
Wages	1,569,972 17%	1,293,230 18%	841,200 20%	581,560 17%	401,287 19%	347,856 20%
Worker Compensation	109,048 1%	78,649 1%	46,804 1%	31,658 1%	14,451 1%	14,981 1%
Janitorial	12,122 0%	23,213 0%	20,817 0%	16,849 0%	13,576 1%	10,685 1%
Shop Supplies	133,673 1%	208,589 3%	106,172 2%	100,526 3%	70,755 3%	55,672 3%
Small Tools	32,684 0%	25,374 0%	11,060 0%	4,514 0%	5,792 0%	7,802 0%
Warranty	16,295 0%	31,137 0%	12,124 0%	7,284 0%	5,257 0%	-
<b>TOTAL COST of GOODS SOLD</b>	<b>\$ 7,192,051 79%</b>	<b>\$ 5,426,266 77%</b>	<b>\$ 2,650,828 62%</b>	<b>\$ 2,718,070 81%</b>	<b>\$ 1,801,864 84%</b>	<b>\$ 1,465,897 85%</b>
<b>GROSS PROFIT</b>	<b>\$ 1,923,663 21%</b>	<b>\$ 1,591,236 23%</b>	<b>\$ 1,616,761 38%</b>	<b>\$ 658,245 19%</b>	<b>\$ 334,106 16%</b>	<b>\$ 259,987 15%</b>
<b>Operating Expenses</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Recast to Owner Comp/Perks	-	-	-	-	-	-
Fair Market Wage-Mgr	-	-	-	-	-	-
Recast to Business Premises	-	-	-	-	-	-
Fair Market Rent	-	-	-	-	-	-
Accounting & Legal	16,580 0%	31,196 0%	19,759 0%	5,251 0%	4,126 0%	3,380 0%
Employee Benefits	35,462 0%	11,604 0%	8,751 0%	3,961 0%	6,383 0%	3,804 0%
Fringe Benefits	-	2,067 0%	10,899 0%	3,443 0%	3,033 0%	2,025 0%
Insurance, Licence, Dues	29,579 0%	33,833 0%	36,107 1%	26,254 1%	13,629 1%	7,835 0%
Management Fees	81,900 1%	209,000 3%	265,800 6%	-	-	-
Management Salaries	35,888 0%	21,000 0%	-	-	-	-
Office & Miscellaneous	140,253 2%	40,280 1%	18,757 0%	8,486 0%	9,286 0%	8,938 1%
Office Salaries	12,539 0%	113,239 2%	118,096 3%	40,400 1%	27,304 1%	13,130 1%
Vehicle	-	8,030 0%	13,365 0%	2,242 0%	2,234 0%	1,736 0%
Amortization	6,400 0%	16,954 0%	13,276 0%	-	-	-
Insurance (Life Insurance)	4,595 0%	4,751 0%	9,869 0%	148 0%	22 0%	22 0%
Maintenance & Repairs	66,964 1%	25,061 0%	13,767 0%	9,885 0%	14,911 1%	7,740 0%
Property Taxes	-	27,686 0%	22,085 1%	-	-	-
Rent	178,164 2%	161,720 2%	108,836 3%	73,842 2%	64,606 3%	55,451 3%
Utilities	44,539 0%	33,544 0%	31,618 1%	23,549 1%	19,397 1%	17,358 1%
Bank Charges & Interest	14,293 0%	17,485 0%	15,502 0%	8,169 0%	6,652 0%	7,004 0%
Interest on Long Term Debt	140,196 2%	22,615 0%	-	-	-	-
Interest-Related Parties	18,880 0%	-	-	-	-	-
Advertising & Promotion	6,082 0%	10,181 0%	25,835 1%	4,893 0%	3,364 0%	1,538 0%
Bad Debt	547 0%	984 0%	8,648 0%	2,925 0%	243 0%	2,718 0%
Dealer Disc & Commissions	117,000 1%	104,000 1%	48,960 1%	48,540 1%	21,057 1%	16,212 1%
Sales Discounts & Commissions	8,901 0%	2,399 0%	-	437 0%	359 0%	17 0%
Meals & Entertainment	5,715 0%	4,729 0%	26,138 1%	-	-	5,287 0%
<b>TOTAL EXPENSES</b>	<b>\$ 964,476 11%</b>	<b>\$ 902,358 13%</b>	<b>\$ 816,068 19%</b>	<b>\$ 262,425 8%</b>	<b>\$ 196,607 9%</b>	<b>\$ 154,197 9%</b>
<b>NET PROFITS</b>	<b>\$ 959,187 11%</b>	<b>\$ 688,878 10%</b>	<b>\$ 800,693 19%</b>	<b>\$ 395,820 12%</b>	<b>\$ 137,499 6%</b>	<b>\$ 105,790 6%</b>
<b>Other (Income) Loss</b>	-	-	-	-	-	-
Rent & Sundry	-	-	-	-	-	-
<b>Corporate Taxes</b>	-	-	-	-	-	-
Income Tax Provision (Recovery)	175,785 2%	190,645 3%	58,867 1%	-	-	-
<b>Other Expenses (Gain)</b>	-	-	53,000 1%	-	-	-
Dividends	-	-	-	-	-	-
<b>NET PROFITS (after taxes)</b>	<b>\$ 783,402 9%</b>	<b>\$ 498,233 7%</b>	<b>\$ 688,826 16%</b>	<b>\$ 395,820 12%</b>	<b>\$ 137,499 6%</b>	<b>\$ 105,790 6%</b>

### Recasting Adjustments to Historic Income Statements:

The effect of recasting adjustment is to restate the company's income statement to report earnings before interest, taxes, depreciation, amortization, and normalized with fair market rent and fair market wage in replacement of owner compensation, benefits and perks.

First, to calculate EBITDA we recast (or added-back) interest, corporate income taxes and depreciation/amortization. Then we identified and located owner compensation, benefits and perks and recast them (all but a fair market replacement wage), and we normalized non-recurring income and expenses.

	10 months ytd <b>2005-06</b> 30-Jun-06	<b>2004-05</b> 33.3%	<b>2003-04</b> 33.3%	<b>2002-03</b> 0.0%	<b>2001-02</b> 0.0%	<b>2000-01</b> 0.0%
<b>Sales Income</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Canadian Sales	-	-	-	-	-	-
US Sales	-	-	-	-	-	-
Other Sales	-	-	-	-	-	-
<b>TOTAL SALES REVENUES</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Cost of Goods Sold</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Inventory, beginning of period	-	-	-	-	-	-
Purchases	-	-	-	-	-	-
Freight	-	-	-	-	-	-
Customs & Brokerage	-	-	-	-	-	-
Inventory, end of period	-	-	-	-	-	-
Material COGS	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Employee Benefits	-	-	-	-	-	-
Fringe Benefits	-	-	-	-	-	-
SubContract	-	-	-	-	-	-
Wages	-	-	-	-	-	-
Worker Compensation	-	-	-	-	-	-
Janitorial	-	-	-	-	-	-
Shop Supplies	-	-	-	-	-	-
Small Tools	-	-	-	-	-	-
Warranty	-	-	-	-	-	-
<b>TOTAL COST OF GOODS SOLD</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>GROSS PROFIT</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Operating Expenses</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Recast to Owner Comp/Perks	-	-	-	-	-	-
Fair Market Wage-Mgr	92,474	108,750	106,575	104,444	102,355	100,308
Recast to Business Premises	-	-	-	-	-	-
Fair Market Rent	-	-	-	-	-	-
Accounting & Legal	(8,580)	(23,196)	(11,759)	(5,251)	(4,126)	(3,380)
Employee Benefits	-	-	-	-	-	-
Fringe Benefits	-	-	-	-	-	-
Insurance, Licence, Dues	4,595	4,751	9,869	148	22	22
Management Fees	(81,900)	(209,000)	(265,800)	-	-	-
Management Salaries	-	-	-	-	-	-
Office & Miscellaneous	-	-	-	-	-	-
Office Salaries	-	-	-	-	-	-
Vehicle	-	-	-	-	-	-
Amortization	(6,400)	(16,954)	(13,276)	-	-	-
Insurance (Life Insurance)	(4,595)	(4,751)	(9,869)	(148)	(22)	(22)
Maintenance & Repairs	-	-	-	-	-	-
Property Taxes	-	(27,686)	(22,085)	-	-	-
Rent	-	27,686	22,085	-	-	-
Utilities	-	-	-	-	-	-
Bank Charges & Interest	(12,293)	(15,085)	(13,102)	(5,769)	(4,252)	(4,604)
Interest on Long Term Debt	(140,196)	(22,615)	-	-	-	-
Interest-Related Parties	(18,880)	-	-	-	-	-
Advertising & Promotion	-	-	-	-	-	-
Bad Debt	-	-	-	-	-	-
Dealer Disc & Commissions	-	-	-	-	-	-
Sales Discounts & Commissions	-	-	-	-	-	-
Meals & Entertainment	-	-	-	-	-	-
<b>TOTAL EXPENSES</b>	<b>\$ (175,775)</b>	<b>\$ (178,100)</b>	<b>\$ (197,362)</b>	<b>\$ 93,424</b>	<b>\$ 93,977</b>	<b>\$ 92,323</b>
<b>NET PROFITS</b>	<b>\$ 175,775</b>	<b>\$ 178,100</b>	<b>\$ 197,362</b>	<b>\$ (93,424)</b>	<b>\$ (93,977)</b>	<b>\$ (92,323)</b>
<b>Other (Income) Loss</b>	-	-	-	-	-	-
Rent & Sundry	-	-	-	-	-	-
<b>Corporate Taxes</b>	-	-	-	-	-	-
Income Tax Provision (Recovery)	(175,785)	(190,645)	(58,867)	-	-	-
<b>Other Expenses (Gain)</b>	-	-	-	-	-	-
Dividends	-	-	(53,000)	-	-	-
<b>NET PROFITS (total recasting)</b>	<b>\$ 351,560</b>	<b>\$ 368,745</b>	<b>\$ 309,229</b>	<b>\$ (93,424)</b>	<b>\$ (93,977)</b>	<b>\$ (92,323)</b>

**Recast/Normalized Income Statements - What the Company Earns**

The below columns to the right summarize the company's income statements for the past several years, while the two center columns summarize current year-to-date (if any) and current year annualized to year-end; all after they have been adjusted (recast) to reflect earnings before interest, taxes, depreciation, amortization, and normalized to account for normal business expenses, including fair market expenses, such as (eg) fair market rent, fair market wage (in replacement of owner compensation), excluding non-recurring income and expenses, such as (eg) one-time sale of redundant assets or one-time consulting fee. Similar summaries of the original income statements before recasting and summaries of all recasting and normalizing, are detailed in previous pages.

Then, to estimate the sustainable averages (weighted or flat) set out in the left column, we would typically apply a reasoned weighting to each of the past years thought comparatively relevant to what would be sustainable over the next few years. In this case, however, because it is believed that past few years are not representative of what is apt to occur over next few years, and that they don't provide the best basis for calculating future years, sustainable estimates are based on the projected years described and illustrated later in this Business Profile.

In weighting current and past years, we have applied 33% of the weighting to the current year, 33% to last year, 33% to 2003-04, 0% to 2002-03, 0% to 2001-02 and 0% to 2000-01. Calculations summarized in the left column assume business will be sustainable throughout the return on investment period, at 106% of last year's sales level and 68% of current year's sales level, and that that the company will earn at 125% of last year's earnings level and 79% of current year's earnings level. Based on the weighted average of previous years, ebitda calculates to be \$1,080,175. These numbers, however, do NOT provide the basis for this valuation and are provided for comparison purposes only. Sustainable levels forming the basis for this valuation are estimated on PROJECTED levels rather than current or historic levels, and such projected levels are detailed in following pages.

	Weight Projected Average weighting factors	ANNUALIZED		2004-05 33.3%	2003-04 33.3%	2002-03 0.0%	2001-02 0.0%	2000-01 0.0%
		2005-06 33.3%	10 months ytd 30-Jun-06					
<b>Sales Income</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Canadian Sales	7,233,475 98%	10,895,367 ####	9,079,472	6,779,398 97%	4,025,660 94%	3,109,097 92%	1,456,287 68%	1,102,792 64%
US Sales	154,293 2%	1,235 0%	1,029	202,208 3%	259,435 6%	259,163 8%	678,114 32%	631,571 37%
Other Sales	20,215 0%	42,256 0%	35,213	35,896 1%	(17,506) 0%	8,056 0%	1,570 0%	(8,479) 0%
<b>TOTAL SALES REVENUES</b>	<b>\$ 7,407,983 100%</b>	<b>\$ 10,938,857 ####</b>	<b>\$ 9,115,714</b>	<b>\$ 7,017,502 ####</b>	<b>\$ 4,267,589 ####</b>	<b>\$ 3,376,316 ####</b>	<b>\$ 2,135,970 ####</b>	<b>\$ 1,725,884 ####</b>
<b>Cost of Goods Sold</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Inventory, beginning of period	536,187 7%	972,987 9%	972,987	635,575 9%	-	-	-	-
Purchases	4,043,963 55%	6,072,254 56%	5,060,212	3,932,255 56%	2,127,379 50%	1,896,136 56%	1,232,694 58%	971,988 56%
Freight	35,603 0%	49,149 0%	40,958	32,180 0%	25,480 1%	25,080 1%	23,646 1%	26,105 2%
Customs & Brokerage	6,130 0%	6,305 0%	5,254	5,853 0%	6,232 0%	6,232 0%	5,851 0%	5,924 0%
Inventory, end of period	837,952 11%	905,294 8%	905,294	972,987 14%	635,575 15%	-	-	-
<b>Material COGS</b>	<b>\$ 3,783,931 51%</b>	<b>\$ 6,195,402 57%</b>	<b>\$ 5,174,117</b>	<b>\$ 3,632,876 52%</b>	<b>\$ 1,523,516 36%</b>	<b>\$ 1,927,449 57%</b>	<b>\$ 1,262,190 59%</b>	<b>\$ 1,004,017 58%</b>
Employee Benefits	92,770 1%	135,886 1%	113,238	83,497 1%	58,926 1%	39,088 1%	23,342 1%	19,944 1%
Fringe Benefits	21,847 0%	27,387 0%	22,823	20,155 0%	18,000 0%	8,254 0%	5,214 0%	4,940 0%
SubContract	17,150 0%	9,695 0%	8,079	29,546 0%	12,209 0%	887 0%	-	-
Wages	1,339,465 18%	1,883,966 17%	1,569,972	1,293,230 18%	841,200 20%	581,560 17%	401,287 19%	347,856 20%
Worker Compensation	85,437 1%	130,858 1%	109,048	78,649 1%	46,804 1%	31,858 1%	14,451 1%	14,981 1%
Janitorial	19,526 0%	14,547 0%	12,122	23,213 0%	20,817 0%	16,849 0%	13,576 1%	10,685 1%
Shop Supplies	158,389 2%	160,407 1%	133,673	208,589 3%	106,172 2%	100,526 3%	70,755 3%	55,672 3%
Small Tools	25,218 0%	39,220 0%	32,684	25,374 0%	11,060 0%	4,514 0%	5,792 0%	7,802 0%
Warranty	20,938 0%	19,554 0%	16,295	31,137 0%	12,124 0%	7,284 0%	5,257 0%	-
<b>TOTAL COST of GOODS SOLD</b>	<b>\$ 5,564,672 75%</b>	<b>\$ 8,616,922 79%</b>	<b>\$ 7,192,051</b>	<b>\$ 4,426,266 77%</b>	<b>\$ 2,650,828 62%</b>	<b>\$ 2,718,070 81%</b>	<b>\$ 1,801,864 84%</b>	<b>\$ 1,465,897 85%</b>
<b>GROSS PROFIT</b>	<b>\$ 1,843,311 25%</b>	<b>\$ 2,321,935 21%</b>	<b>\$ 1,923,663</b>	<b>\$ 1,591,236 23%</b>	<b>\$ 1,616,761 38%</b>	<b>\$ 658,245 19%</b>	<b>\$ 334,106 16%</b>	<b>\$ 259,987 15%</b>
<b>Operating Expenses</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Recast to Owner Comp/Perks	-	-	-	-	-	-	-	-
Fair Market Wage-Mgr	108,765 1%	110,969 1%	92,474	108,750 2%	106,575 2%	104,444 3%	102,355 5%	100,308 6%
Recast to Business Premises	-	-	-	-	-	-	-	-
Fair Market Rent	-	-	-	-	-	-	-	-
Accounting & Legal	8,533 0%	9,600 0%	8,000	8,000 0%	8,000 0%	-	-	-
Employee Benefits	20,970 0%	42,554 0%	35,462	11,604 0%	8,751 0%	3,961 0%	6,383 0%	3,804 0%
Fringe Benefits	4,322 0%	2,067 0%	2,067	2,067 0%	10,899 0%	3,443 0%	3,033 0%	2,025 0%
Insurance, Licence, Dues	41,857 1%	41,010 0%	34,175	38,584 1%	45,976 1%	26,402 1%	13,651 1%	7,857 0%
Management Fees	-	-	-	-	-	-	-	-
Management Salaries	21,355 0%	43,066 0%	35,888	21,000 0%	-	-	-	-
Office & Miscellaneous	75,780 1%	168,303 2%	140,253	40,280 1%	18,757 0%	8,486 0%	9,286 0%	8,938 1%
Office Salaries	82,127 1%	15,047 0%	12,539	113,239 2%	118,096 3%	40,400 1%	27,304 1%	13,130 1%
Vehicle	7,132 0%	-	-	8,030 0%	13,365 0%	2,242 0%	2,234 0%	1,736 0%
Amortization	-	-	-	-	-	-	-	-
Insurance (Life Insurance)	-	-	-	-	-	-	-	-
Maintenance & Repairs	39,728 1%	80,356 1%	66,964	25,061 0%	13,767 0%	9,885 0%	14,911 1%	7,740 0%
Property Taxes	-	-	-	-	-	-	-	-
Rent	178,041 2%	213,796 2%	178,164	189,406 3%	130,921 3%	73,842 2%	64,606 3%	55,451 3%
Utilities	39,536 1%	53,447 0%	44,539	33,544 0%	31,618 1%	23,549 1%	19,397 1%	17,358 1%
Bank Charges & Interest	2,400 0%	2,400 0%	2,000	2,400 0%	2,400 0%	2,400 0%	2,400 0%	2,400 0%
Interest on Long Term Debt	-	-	-	-	-	-	-	-
Interest-Related Parties	-	-	-	-	-	-	-	-
Advertising & Promotion	14,438 0%	7,298 0%	6,082	10,181 0%	25,835 1%	4,893 0%	3,364 0%	1,538 0%
Bad Debt	3,430 0%	657 0%	547	984 0%	8,648 0%	2,925 0%	243 0%	2,718 0%
Dealer Disc & Commissions	97,787 1%	140,400 1%	117,000	104,000 1%	48,960 1%	48,540 1%	21,057 1%	16,212 1%
Sales Discounts & Commissions	4,360 0%	10,681 0%	8,901	2,399 0%	-	437 0%	359 0%	17 0%
Meals & Entertainment	12,575 0%	6,858 0%	5,715	4,729 0%	26,138 1%	-	-	5,287 0%
<b>TOTAL EXPENSES</b>	<b>\$ 763,135 10%</b>	<b>\$ 946,442 9%</b>	<b>\$ 788,702</b>	<b>\$ 724,258 10%</b>	<b>\$ 618,706 14%</b>	<b>\$ 355,849 11%</b>	<b>\$ 290,584 14%</b>	<b>\$ 246,520 14%</b>
<b>NET PROFITS</b>	<b>\$ 1,080,175 15%</b>	<b>\$ 1,375,493 13%</b>	<b>\$ 1,134,962</b>	<b>\$ 866,978 12%</b>	<b>\$ 998,055 23%</b>	<b>\$ 302,397 9%</b>	<b>\$ 43,522 2%</b>	<b>\$ 13,467 1%</b>
<b>Other (Income) Loss</b>	-	-	-	-	-	-	-	-
Rent & Sundry	-	-	-	-	-	-	-	-
<b>Corporate Taxes</b>	-	-	-	-	-	-	-	-
Income Tax Provision (Recovery)	-	-	-	-	-	-	-	-
<b>Other Expenses (Gain)</b>	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-
<b>NET PROFITS (Recast EBITDA)</b>	<b>\$ 1,080,175 15%</b>	<b>\$ 1,375,493 13%</b>	<b>\$ 1,134,962</b>	<b>\$ 866,978 12%</b>	<b>\$ 998,055 23%</b>	<b>\$ 302,397 9%</b>	<b>\$ 43,522 2%</b>	<b>\$ 13,467 1%</b>

**Recast/Normalized Income Statements - What the Company Earns**

The below columns to the right summarize the company's income statements for the past several years, while the two center columns summarize current year-to-date (if any) and current year annualized to year-end; all after they have been adjusted (recast) to reflect earnings before interest, taxes, depreciation, amortization, and normalized to account for normal business expenses, including fair market expenses, such as (eg) fair market rent, fair market wage (in replacement of owner compensation), excluding non-recurring income and expenses, such as (eg) one-time sale of redundant assets or one-time consulting fee. Similar summaries of the original income statements before recasting and summaries of all recasting and normalizing, are detailed in previous pages.

Then, to estimate the sustainable averages (wieghted or flat) set out in the left column, we've applied a reasoned, but arbitrary weighting to each year included for consideration, with highest weighting being applied to the year(s) thought most likely to be representative of what is apt to reoccur and lowest weighting to the year(s) thought to be least likely to be representative, with all else weighted proportionately between the high and low, in order to calculate what we deem to be a reasonable estimate of sustainability.

In weighting current and past years, we have applied 33% of the weighting to the current year, 33% to last year, 33% to 2003-04, 0% to 2002-03, 0% to 2001-02 and 0% to 2000-01. Calculations summarized in the left column assume business will be sustainable throughout the return on investment period, at 103% of current year's sales level and 66% of last year's sales level, and that that the company will earn at 119% of last year's earnings level. Based on the weighted average of previous years, ebitda calculates to be \$1,032,216. These numbers, however, do NOT provide the basis for this valuation and are provided for comparison purposes only. Sustainable levels forming the basis for this valuation are estimated on PROJECTED levels rather than current or historic levels, and such projected levels are detailed in following pages.

	Weight Projected Average weighting factors	ANNUALIZED						
		2005-06 33.3%	10 months ytd 30-Jun-06	2004-05 33.3%	2003-04 33.3%	2002-03 0.0%	2001-02 0.0%	2000-01 0.0%
<b>Sales Income</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Canadian Sales	7,045,272 98%	10,895,367 ####	9,079,472	6,779,398 97%	4,025,660 94%	3,109,097 92%	1,456,287 68%	1,102,792 64%
US Sales	150,278 2%	1,235 0%	1,029	202,208 3%	259,435 6%	259,163 8%	678,114 32%	631,571 37%
Other Sales	19,689 0%	42,256 0%	35,213	35,896 1%	(17,506) 0%	8,056 0%	1,570 0%	(8,479) 0%
<b>TOTAL SALES REVENUES</b>	<b>\$ 7,215,240 100%</b>	<b>\$ 10,938,857 ####</b>	<b>\$ 9,115,714</b>	<b>\$ 7,017,502 ####</b>	<b>\$ 4,267,589 ####</b>	<b>\$ 3,376,316 ####</b>	<b>\$ 2,135,970 ####</b>	<b>\$ 1,725,884 ####</b>
<b>Cost of Goods Sold</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Inventory, beginning of period	536,187 7%	972,987 9%	972,987	635,575 9%	-	-	-	-
Purchases	3,938,746 55%	6,072,254 56%	5,060,212	3,932,255 56%	2,127,379 50%	1,896,136 56%	1,232,694 58%	971,988 56%
Freight	34,677 0%	49,149 0%	40,958	32,180 0%	25,480 1%	25,080 1%	23,646 1%	26,105 2%
Customs & Brokerage	5,971 0%	6,305 0%	5,254	5,853 0%	6,232 0%	6,232 0%	5,851 0%	5,924 0%
Inventory, end of period	837,952 12%	905,294 8%	905,294	972,987 14%	635,575 15%	-	-	-
<b>Material COGS</b>	<b>\$ 3,783,931 52%</b>	<b>\$ 6,195,402 57%</b>	<b>\$ 5,174,117</b>	<b>\$ 3,632,876 52%</b>	<b>\$ 1,523,516 36%</b>	<b>\$ 1,927,449 57%</b>	<b>\$ 1,262,190 59%</b>	<b>\$ 1,004,017 58%</b>
Employee Benefits	90,356 1%	135,886 1%	113,238	83,497 1%	58,926 1%	39,088 1%	23,342 1%	19,944 1%
Fringe Benefits	21,279 0%	27,387 0%	22,823	20,155 0%	18,000 0%	8,254 0%	5,214 0%	4,940 0%
SubContract	16,704 0%	9,695 0%	8,079	29,546 0%	12,209 0%	887 0%	-	-
Wages	1,304,615 18%	1,883,966 17%	1,569,972	1,293,230 18%	841,200 20%	581,560 17%	401,287 19%	347,856 20%
Worker Compensation	83,214 1%	130,858 1%	109,048	78,649 1%	46,804 1%	31,658 1%	14,451 1%	14,981 1%
Janitorial	19,018 0%	14,547 0%	12,122	23,213 0%	20,817 0%	16,849 0%	13,576 1%	10,685 1%
Shop Supplies	154,268 2%	160,407 1%	133,673	208,589 3%	106,172 2%	100,526 3%	70,755 3%	55,672 3%
Small Tools	24,562 0%	39,220 0%	32,684	25,374 0%	11,060 0%	4,514 0%	5,792 0%	7,802 0%
Warranty	20,394 0%	19,554 0%	16,295	31,137 0%	12,124 0%	7,284 0%	5,257 0%	-
<b>TOTAL COST of GOODS SOLD</b>	<b>\$ 5,419,889 75%</b>	<b>\$ 8,616,922 79%</b>	<b>\$ 7,192,051</b>	<b>\$ 5,426,266 77%</b>	<b>\$ 2,650,828 62%</b>	<b>\$ 2,718,070 81%</b>	<b>\$ 1,801,864 84%</b>	<b>\$ 1,465,897 85%</b>
<b>GROSS PROFIT</b>	<b>\$ 1,795,351 25%</b>	<b>\$ 2,321,935 21%</b>	<b>\$ 1,923,663</b>	<b>\$ 1,591,236 23%</b>	<b>\$ 1,616,761 38%</b>	<b>\$ 658,245 19%</b>	<b>\$ 334,106 16%</b>	<b>\$ 259,987 15%</b>
<b>Operating Expenses</b>	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Recast to Owner Comp/Perks	-	-	-	-	-	-	-	-
Fair Market Wage-Mgr	108,765 2%	110,969 1%	92,474	108,750 2%	106,575 2%	104,444 3%	102,355 5%	100,308 6%
Recast to Business Premises	-	-	-	-	-	-	-	-
Fair Market Rent	-	-	-	-	-	-	-	-
Accounting & Legal	8,533 0%	9,600 0%	8,000	8,000 0%	8,000 0%	-	-	-
Employee Benefits	20,970 0%	42,554 0%	35,462	11,604 0%	8,751 0%	3,961 0%	6,383 0%	3,804 0%
Fringe Benefits	4,322 0%	-	-	2,067 0%	10,899 0%	3,443 0%	3,033 0%	2,025 0%
Insurance, Licence, Dues	41,857 1%	41,010 0%	34,175	38,584 1%	45,976 1%	26,402 1%	13,651 1%	7,857 0%
Management Fees	-	-	-	-	-	-	-	-
Management Salaries	21,355 0%	43,066 0%	35,888	21,000 0%	-	-	-	-
Office & Miscellaneous	75,780 1%	168,303 2%	140,253	40,280 1%	18,757 0%	8,486 0%	9,286 0%	8,938 1%
Office Salaries	82,127 1%	15,047 0%	12,539	113,239 2%	118,096 3%	40,400 1%	27,304 1%	13,130 1%
Vehicle	7,132 0%	-	-	8,030 0%	13,365 0%	2,242 0%	2,234 0%	1,736 0%
Amortization	-	-	-	-	-	-	-	-
Insurance (Life Insurance)	-	-	-	-	-	-	-	-
Maintenance & Repairs	39,728 1%	80,356 1%	66,964	25,061 0%	13,767 0%	9,885 0%	14,911 1%	7,740 0%
Property Taxes	-	-	-	-	-	-	-	-
Rent	178,041 2%	213,796 2%	178,164	189,406 3%	130,921 3%	73,842 2%	64,606 3%	55,451 3%
Utilities	39,536 1%	53,447 0%	44,539	33,544 0%	31,618 1%	23,549 1%	19,397 1%	17,358 1%
Bank Charges & Interest	2,400 0%	2,400 0%	2,000	2,400 0%	2,400 0%	2,400 0%	2,400 0%	2,400 0%
Interest on Long Term Debt	-	-	-	-	-	-	-	-
Interest-Related Parties	-	-	-	-	-	-	-	-
Advertising & Promotion	14,438 0%	7,298 0%	6,082	10,181 0%	25,835 1%	4,893 0%	3,364 0%	1,538 0%
Bad Debt	3,430 0%	657 0%	547	984 0%	8,648 0%	2,925 0%	243 0%	2,718 0%
Dealer Disc & Commissions	97,787 1%	140,400 1%	117,000	104,000 1%	48,960 1%	48,540 1%	21,057 1%	16,212 1%
Sales Discounts & Commissions	4,360 0%	10,681 0%	8,901	2,399 0%	-	437 0%	359 0%	17 0%
Meals & Entertainment	12,575 0%	6,858 0%	5,715	4,729 0%	26,138 1%	-	-	5,287 0%
<b>TOTAL EXPENSES</b>	<b>\$ 763,135 11%</b>	<b>\$ 946,442 9%</b>	<b>\$ 788,702</b>	<b>\$ 724,258 10%</b>	<b>\$ 618,706 14%</b>	<b>\$ 355,849 11%</b>	<b>\$ 290,584 14%</b>	<b>\$ 246,520 14%</b>
<b>NET PROFITS</b>	<b>\$ 1,032,216 14%</b>	<b>\$ 1,375,493 13%</b>	<b>\$ 1,134,962</b>	<b>\$ 866,978 12%</b>	<b>\$ 998,055 23%</b>	<b>\$ 302,397 9%</b>	<b>\$ 43,522 2%</b>	<b>\$ 13,467 1%</b>
<b>Other (Income) Loss</b>	-	-	-	-	-	-	-	-
Rent & Sundry	-	-	-	-	-	-	-	-
<b>Corporate Taxes</b>	-	-	-	-	-	-	-	-
Income Tax Provision (Recovery)	-	-	-	-	-	-	-	-
<b>Other Expenses (Gain)</b>	-	-	-	-	-	-	-	-
Dividends	-	-	-	-	-	-	-	-
<b>NET PROFITS (Recast EBITDA)</b>	<b>\$ 1,032,216 14%</b>	<b>\$ 1,375,493 13%</b>	<b>\$ 1,134,962</b>	<b>\$ 866,978 12%</b>	<b>\$ 998,055 23%</b>	<b>\$ 302,397 9%</b>	<b>\$ 43,522 2%</b>	<b>\$ 13,467 1%</b>

### Pre-Impact / Post-Impact comparison - Sustainable Earnings Estimate

The business premises do not appear to be an issue. The business premises are leased or rented from an unrelated third party landlord. There is time left in the current lease and the lease can be renewed. It is believed it should not be difficult to relocate the business, should it become necessary.

Transference from current ownership could be an issue. It is believed there would be a negative impact if the current owner and/or manager was to leave although there is another manager/key employee on staff and able to adequately assist through the period. It is anticipated that sustaining full business will require a transition period of 3-6 months, but that the owner/seller will be prepared to stay and assist through the transition period.

Thus business levels and earnings estimated/calculated may not be fully sustainable post sale. Under such assumption, goodwill valuation has been arbitrarily reduced by \$110,667. On a scale of 0 to 10, with 0 being zero impact and 10 being maximum impact, the impact of the circumstances is believed by the Seller to be that of a level 0.0444 and has reduced Goodwill value from \$2,492,511 to \$2,381,843. Other adjustments made have undone some of that reduction, by adding back -\$23,818 to Goodwill Value, bring it back to \$2,405,662. The net of the impact and adjustments has meant a net reduction to Goodwill Value of \$86,849.

	Pre-Impact Weight Projected Average	Post-Impact Weight Projected Average	
<b>Sales Income</b>	\$ -	\$ -	<b>Business Premises:</b> <i>No explanation provided</i>
Canadian Sales	7,233,475	7,045,272	
US Sales	154,293	150,278	
Other Sales	20,215	19,689	
<b>TOTAL SALES REVENUES</b>	<b>\$ 7,407,983</b>	<b>\$ 7,215,240</b>	
<b>Cost of Goods Sold</b>	\$ -	\$ -	<b>Transferability from current ownership to new:</b> <i>No explanation provided</i>
Inventory, beginning of period	536,187	536,187	
Purchases	4,043,963	3,938,746	
Freight	35,603	34,677	
Customs & Brokerage	6,130	5,971	
Inventory, end of period	837,952	837,952	
Material COGS	<b>\$ 3,783,931</b>	<b>\$ 3,783,931</b>	
Employee Benefits	92,770	90,356	
Fringe Benefits	21,847	21,279	
SubContract	17,150	16,704	
Wages	1,339,465	1,304,615	
Worker Compensation	85,437	83,214	
Janitorial	19,526	19,018	
Shop Supplies	158,389	154,268	
Small Tools	25,218	24,562	
Warranty	20,938	20,394	
<b>TOTAL COST of GOODS SOLD</b>	<b>\$ 5,564,672</b>	<b>\$ 5,419,889</b>	
<b>GROSS PROFIT</b>	<b>\$ 1,843,311</b>	<b>\$ 1,795,351</b>	
<b>Operating Expenses</b>	\$ -	\$ -	
Recast to Owner Comp/Perks			
Fair Market Wage-Mgr	108,765	108,765	
Recast to Business Premises			
Fair Market Rent	-	-	
Accounting & Legal	8,533	8,533	
Employee Benefits	20,970	20,970	
Fringe Benefits	4,322	4,322	
Insurance, Licence, Dues	41,857	41,857	
Management Fees	-	-	
Management Salaries	21,355	21,355	
Office & Miscellaneous	75,780	75,780	
Office Salaries	82,127	82,127	
Vehicle	7,132	7,132	
Amortization	-	-	
Insurance (Life Insurance)	-	-	
Maintenance & Repairs	39,728	39,728	
Property Taxes	-	-	
Rent	178,041	178,041	
Utilities	39,536	39,536	
Bank Charges & Interest	2,400	2,400	
Interest on Long Term Debt	-	-	
Interest-Related Parties	-	-	
Advertising & Promotion	14,438	14,438	
Bad Debt	3,430	3,430	
Dealer Disc & Commissions	97,787	97,787	
Sales Discounts & Commissions	4,360	4,360	
Meals & Entertainment	12,575	12,575	
<b>TOTAL EXPENSES</b>	<b>\$ 763,135</b>	<b>\$ 763,135</b>	
<b>NET PROFITS</b>	<b>\$ 1,080,175</b>	<b>\$ 1,032,216</b>	
<b>Other (Income) Loss</b>			
Rent & Sundry	-	-	
<b>Corporate Taxes</b>			
Income Tax Provision (Recovery)	-	-	
<b>Other Expenses (Gain)</b>			
Dividends	-	-	
<b>NET PROFITS (Recast EBITDA)</b>	<b>\$ 1,080,175</b>	<b>\$ 1,032,216</b>	

**Projections - Projected Income Statements - What the Company is Projected to Earn - Projections**

The below summarizes the Company's Projected Income Statements for the next 6 years, including the annualization of current year-to-date, projecting EBITDA; earnings before interest, taxes, depreciation, amortization, but otherwise after owner-operator compensation, fair market rent and all other business costs have been expensed.

To estimate what is deemed to be a sustainable average, we have applied the following weighting to each year projected. We applied 17% of the weight to 2005-06, 17% of the weight to 2006-07, 17% of the weight to 2007-08, 17% of the weight to 2008-09, 17% of the weight to 2009-10, 17% of the weight to 2010-11.

Typically, sustainable earnings level might be better based on a weighted average of current and past years; highest weight to the year(s) thought most likely representative of future years and lowest to the year(s) thought to be least likely, and all others weighted proportionately between. In this case, however, it does not appear that any weighting of the current and past years can realistically calculate a representative earnings number. Therefore, we have estimated sustainable earnings on the basis of a current-year plus five-year projection, including 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11, assuming 2005-06 as the basis from which such years are estimated, with costs and expenses applied on a proportionate basis to those averages calculated from past years.

In weighting current and projected years, we've applied 17% of the weighting to the current year, 17% to first year projected, 17% to 2007-08, 17% to 2008-09, 17% to 2009-10 and 17% to 2010-11. These calculations project sustainable business throughout the return on investment period, at 78% of current year's sales level and 121% of last year's sales level, and project the company's earning level will be 82% of current year's earnings level and 130% of last year's earnings level. Based on those projections, sustainable earnings (ebitda) are calculated to be \$1,126,989, compared to the \$1,375,493 that are the current year's earnings (annualized), and the \$866,978 that were last year's earnings.

	Weight Projected Average weighting factors	10 months ytd 30-Jun-06		ANNUALIZED								
				2005-06 16.7%	2006-07 16.7%	2007-08 16.7%	2008-09 16.7%	2009-10 16.7%	2010-11 16.7%			
<b>Sales Income</b>												
Canadian Sales	8,298,210 98%	9,079,472	####	10,895,367	10,782,196 98%	8,625,757 98%	7,245,636 98%	6,376,159 98%	6,057,351 98%			
US Sales	172,971 2%	1,029	0%	1,235	229,988 2%	183,990 2%	154,552 2%	136,006 2%	129,205 2%			
Other Sales	22,663 0%	35,213	0%	42,256	30,133 0%	24,106 0%	20,249 0%	17,819 0%	16,928 0%			
<b>TOTAL SALES REVENUES</b>	<b>\$ 8,493,844 100%</b>	<b>\$ 9,115,714</b>	<b>####</b>	<b>\$ 10,938,857</b>	<b>\$ 11,042,317</b>	<b>####</b>	<b>\$ 7,420,437</b>	<b>####</b>	<b>\$ 6,529,984</b>	<b>####</b>	<b>\$ 6,203,485</b>	<b>####</b>
<b>Cost of Goods Sold</b>												
Inventory, beginning of period	640,035 8%	972,987	11%	972,987	301,765 3%	1,249,049 14%	999,239 13%	839,361 13%	738,637 12%			
Purchases	4,721,503 56%	5,060,212	56%	6,072,254	6,701,496 61%	4,353,560 49%	3,706,952 50%	3,302,087 51%	3,195,738 52%			
Freight	41,568 0%	40,958	0%	49,149	54,745 0%	43,796 0%	36,789 0%	32,374 0%	30,755 0%			
Customs & Brokerage	7,157 0%	5,254	0%	6,305	9,426 0%	7,541 0%	6,334 0%	5,574 0%	5,295 0%			
Inventory, end of period	961,295 11%	905,294	10%	905,294	1,249,049 11%	999,239 11%	839,361 11%	738,637 11%	701,706 11%			
Material COGS	\$ 4,555,748 54%	\$ 5,174,117	57%	\$ 6,195,402	\$ 5,818,383 53%	\$ 4,654,706 53%	\$ 3,909,953 53%	\$ 3,440,759 53%	\$ 3,268,721 53%			
Employee Benefits	106,283 1%	113,238	1%	135,886	142,648 1%	114,118 1%	95,859 1%	84,356 1%	80,138 1%			
Fringe Benefits	25,030 0%	22,823	0%	27,387	33,594 0%	26,875 0%	22,575 0%	19,866 0%	18,873 0%			
SubContract	19,648 0%	8,079	0%	9,695	26,371 0%	21,097 0%	17,721 0%	15,595 0%	14,815 0%			
Wages	1,534,586 18%	1,569,972	17%	1,883,966	2,059,636 19%	1,647,709 19%	1,384,076 19%	1,217,986 19%	1,157,087 19%			
Worker Compensation	97,883 1%	109,048	1%	130,858	131,373 1%	105,098 1%	88,282 1%	77,689 1%	73,804 1%			
Janitorial	22,370 0%	12,122	0%	14,547	30,024 0%	24,019 0%	20,176 0%	17,755 0%	16,867 0%			
Shop Supplies	181,462 2%	133,673	1%	160,407	243,548 2%	194,839 2%	163,665 2%	144,025 2%	136,824 2%			
Small Tools	28,892 0%	32,684	0%	39,220	38,777 0%	31,021 0%	26,058 0%	22,931 0%	21,784 0%			
Warranty	23,988 0%	16,295	0%	19,554	32,196 0%	25,757 0%	21,636 0%	19,039 0%	18,087 0%			
<b>TOTAL COST OF GOODS SOLD</b>	<b>\$ 6,595,890 78%</b>	<b>\$ 7,192,051</b>	<b>79%</b>	<b>\$ 8,616,922</b>	<b>\$ 8,556,549</b>	<b>77%</b>	<b>\$ 5,750,001</b>	<b>77%</b>	<b>\$ 5,060,001</b>	<b>77%</b>	<b>\$ 4,807,001</b>	<b>77%</b>
<b>GROSS PROFIT</b>	<b>\$ 1,897,954 22%</b>	<b>\$ 1,923,663</b>	<b>21%</b>	<b>\$ 2,321,935</b>	<b>\$ 2,485,767</b>	<b>23%</b>	<b>\$ 1,988,614</b>	<b>23%</b>	<b>\$ 1,670,436</b>	<b>23%</b>	<b>\$ 1,469,983</b>	<b>23%</b>
<b>Operating Expenses</b>												
Recast to Owner Comp/Perks												
Fair Market Wage-Mgr	109,881 1%	92,474	1%	110,969	134,462 1%	113,174 1%	98,597 1%	89,837 1%	88,140 1%			
Recast to Business Premises												
Fair Market Rent	-	-	-	-	-	-	-	-	-			
Accounting & Legal	8,621 0%	8,000	0%	9,600	10,549 0%	8,879 0%	7,736 0%	7,048 0%	6,915 0%			
Employee Benefits	21,185 0%	35,462	0%	42,554	25,924 0%	21,820 0%	19,009 0%	17,320 0%	16,993 0%			
Fringe Benefits	4,366 0%	-	-	-	5,343 0%	4,497 0%	3,918 0%	3,570 0%	3,502 0%			
Insurance, Licence, Dues	42,286 0%	34,175	0%	41,010	51,746 0%	43,553 0%	37,944 0%	34,573 1%	33,920 1%			
Management Fees	-	-	-	-	-	-	-	-	-			
Management Salaries	21,574 0%	35,888	0%	43,066	26,401 0%	22,221 0%	19,359 0%	17,639 0%	17,306 0%			
Office & Miscellaneous	76,558 1%	140,253	2%	168,303	93,684 1%	78,852 1%	68,696 1%	62,592 1%	61,410 1%			
Office Salaries	82,970 1%	12,539	0%	15,047	101,531 1%	85,457 1%	74,450 1%	67,835 1%	66,554 1%			
Vehicle	7,205 0%	-	-	-	8,817 0%	7,421 0%	6,465 0%	5,891 0%	5,779 0%			
Amortization	-	-	-	-	-	-	-	-	-			
Insurance (Life Insurance)	-	-	-	-	-	-	-	-	-			
Maintenance & Repairs	40,136 0%	66,964	1%	80,356	49,114 0%	41,339 0%	36,014 0%	32,814 1%	32,195 1%			
Property Taxes	-	-	-	-	-	-	-	-	-			
Rent	179,868 2%	178,164	2%	213,796	220,106 2%	185,259 2%	161,397 2%	147,058 2%	144,280 2%			
Utilities	39,942 0%	44,539	0%	53,447	48,877 0%	41,139 0%	35,840 0%	32,656 1%	32,039 1%			
Bank Charges & Interest	2,425 0%	2,000	0%	2,400	2,967 0%	2,497 0%	2,176 0%	1,982 0%	1,945 0%			
Interest on Long Term Debt	-	-	-	-	-	-	-	-	-			
Interest-Related Parties	-	-	-	-	-	-	-	-	-			
Advertising & Promotion	14,586 0%	6,082	0%	7,298	17,849 0%	15,023 0%	13,088 0%	11,925 0%	11,700 0%			
Bad Debt	3,465 0%	547	0%	657	4,240 0%	3,569 0%	3,109 0%	2,833 0%	2,779 0%			
Dealer Disc & Commissions	98,790 1%	117,000	1%	140,400	120,890 1%	101,751 1%	88,645 1%	80,769 1%	79,244 1%			
Sales Discounts & Commissions	4,405 0%	8,901	0%	10,681	5,390 0%	4,537 0%	3,952 0%	3,601 0%	3,533 0%			
Meals & Entertainment	12,704 0%	5,715	0%	6,858	15,546 0%	13,085 0%	11,399 0%	10,387 0%	10,190 0%			
<b>TOTAL EXPENSES</b>	<b>\$ 770,965 9%</b>	<b>\$ 788,702</b>	<b>9%</b>	<b>\$ 946,442</b>	<b>\$ 943,437</b>	<b>9%</b>	<b>\$ 794,072</b>	<b>9%</b>	<b>\$ 691,793</b>	<b>9%</b>	<b>\$ 630,331</b>	<b>10%</b>
<b>NET PROFITS</b>	<b>\$ 1,126,989 13%</b>	<b>\$ 1,134,962</b>	<b>12%</b>	<b>\$ 1,375,493</b>	<b>\$ 1,542,331</b>	<b>14%</b>	<b>\$ 1,194,542</b>	<b>14%</b>	<b>\$ 978,642</b>	<b>13%</b>	<b>\$ 839,653</b>	<b>13%</b>
<b>Other (Income) Loss</b>												
Rent & Sundry	-	-	-	-	-	-	-	-	-			
<b>Corporate Taxes</b>												
Income Tax Provision (Recovery)	-	-	-	-	-	-	-	-	-			
<b>Other Expenses (Gain)</b>												
Dividends	-	-	-	-	-	-	-	-	-			
<b>NET PROFITS (Recast EBITDA)</b>	<b>\$ 1,126,989 13%</b>	<b>\$ 1,134,962</b>	<b>12%</b>	<b>\$ 1,375,493</b>	<b>\$ 1,542,331</b>	<b>14%</b>	<b>\$ 1,194,542</b>	<b>14%</b>	<b>\$ 978,642</b>	<b>13%</b>	<b>\$ 839,653</b>	<b>13%</b>

**10 months ytd MONTHLY YEAR-to-DATE INCOME STATEMENTS (non-recast) to June 30, 2006**

	10 months ytd 30-Jun-06		2005-06 30-Sep-05	2005-06 31-Oct-05	2005-06 30-Nov-05	2005-06 31-Dec-05	2005-06 31-Jan-06	2005-06 28-Feb-06	2005-06 31-Mar-06	2005-06 30-Apr-06	2005-06 31-May-06	2005-06 30-Jun-06	2005-06 31-Jul-06	2005-06 31-Aug-06
<b>Sales Income</b>	\$ -	0.0%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Canadian Sales	\$ 9,079,472	99.6%	\$ 648,889	\$ 719,906	\$ 885,649	\$ 1,018,778	\$ 862,499	\$ 990,237	\$ 957,868	\$ 891,238	\$ 1,122,452	\$ 981,958	\$ -	\$ -
US Sales	1,029	0.0%	673	-	-	-	-	-	-	-	-	356	-	-
Other Sales	35,213	0.4%	4,490	3,259	3,703	3,383	3,384	3,299	3,399	3,299	3,699	3,299	-	-
<b>TOTAL SALES REVENUES</b>	<b>\$ 9,115,714</b>	<b>100.0%</b>	<b>\$ 654,052</b>	<b>\$ 723,165</b>	<b>\$ 889,352</b>	<b>\$ 1,022,160</b>	<b>\$ 865,883</b>	<b>\$ 993,536</b>	<b>\$ 961,267</b>	<b>\$ 894,537</b>	<b>\$ 1,126,151</b>	<b>\$ 985,612</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Cost of Goods Sold</b>	\$ -	0.0%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Inventory, beginning of period	\$ 972,987	10.7%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Purchases	5,060,212	55.5%	467,441	483,020	404,018	436,345	547,043	455,116	639,436	443,478	608,842	575,473	-	-
Freight	40,958	0.4%	2,682	3,974	2,987	2,711	5,483	3,839	5,831	4,306	3,773	5,373	-	-
Customs & Brokerage	5,254	0.1%	154	342	714	578	324	956	671	424	723	368	-	-
Inventory, end of period	905,294	9.9%	-	-	-	-	-	-	-	-	-	-	-	-
<b>Material COGS</b>	<b>\$ 5,174,117</b>	<b>56.8%</b>	<b>\$ 470,276</b>	<b>\$ 487,336</b>	<b>\$ 407,719</b>	<b>\$ 439,635</b>	<b>\$ 552,850</b>	<b>\$ 459,911</b>	<b>\$ 645,938</b>	<b>\$ 448,208</b>	<b>\$ 613,338</b>	<b>\$ 581,214</b>	<b>\$ -</b>	<b>\$ -</b>
Employee Benefits	\$ 113,238	1.2%	\$ 9,176	\$ 8,351	\$ 7,589	\$ 10,101	\$ 9,825	\$ 21,449	\$ 10,510	\$ 10,501	\$ 10,726	\$ 15,010	\$ -	\$ -
Fringe Benefits	22,823	0.3%	1,837	2,089	2,492	2,824	1,896	2,448	2,305	2,991	1,630	2,311	-	-
SubContract	8,079	0.1%	1,520	350	586	400	410	910	950	1,165	1,113	676	-	-
Wages	1,569,972	17.2%	120,811	110,053	149,641	199,573	160,230	148,446	179,317	154,695	164,608	182,596	-	-
Worker Compensation	109,048	1.2%	8,663	8,378	9,074	11,538	8,132	12,215	10,116	10,116	16,607	15,587	-	-
Janitorial	12,122	0.1%	930	1,018	1,466	1,578	1,136	1,345	1,151	910	1,403	1,184	-	-
Shop Supplies	133,673	1.5%	14,512	11,704	10,890	13,228	15,246	14,461	12,258	11,790	10,801	18,784	-	-
Small Tools	32,684	0.4%	1,971	2,174	1,391	3,800	1,419	5,105	4,074	5,988	4,400	2,361	-	-
Warranty	16,295	0.2%	418	882	428	947	442	711	3,079	1,570	4,152	3,666	-	-
<b>TOTAL COST OF GOODS SOLD</b>	<b>\$ 7,192,051</b>	<b>78.9%</b>	<b>\$ 630,115</b>	<b>\$ 632,334</b>	<b>\$ 591,278</b>	<b>\$ 683,625</b>	<b>\$ 751,585</b>	<b>\$ 667,000</b>	<b>\$ 868,320</b>	<b>\$ 647,933</b>	<b>\$ 828,778</b>	<b>\$ 823,389</b>	<b>\$ -</b>	<b>\$ -</b>
<b>GROSS PROFIT</b>	<b>\$ 1,923,663</b>	<b>21.1%</b>	<b>\$ 23,937</b>	<b>\$ 90,830</b>	<b>\$ 298,075</b>	<b>\$ 338,535</b>	<b>\$ 114,298</b>	<b>\$ 326,536</b>	<b>\$ 92,947</b>	<b>\$ 246,603</b>	<b>\$ 297,372</b>	<b>\$ 162,223</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Operating Expenses</b>	\$ -	0.0%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Recast to Owner Comp/Perks	-	0.0%	-	-	-	-	-	-	-	-	-	-	-	-
Fair Market Wage-Mgr	-	0.0%	-	-	-	-	-	-	-	-	-	-	-	-
Recast to Business Premises	-	0.0%	-	-	-	-	-	-	-	-	-	-	-	-
Fair Market Rent	-	0.0%	-	-	-	-	-	-	-	-	-	-	-	-
Accounting & Legal	16,580	0.2%	(12,000)	-	16,400	2,150	2,950	1,970	1,682	2,693	735	-	-	-
Employee Benefits	35,462	0.4%	3,325	3,248	3,395	2,861	3,665	3,594	3,978	4,433	4,069	2,894	-	-
Fringe Benefits	-	0.0%	-	-	-	-	-	-	-	-	-	-	-	-
Insurance, Licence, Dues	29,579	0.3%	(3,919)	9,880	2,755	2,894	2,755	2,755	2,986	3,149	3,149	3,177	-	-
Management Fees	81,900	0.9%	7,800	7,800	7,800	7,800	7,800	7,800	9,750	8,450	8,450	8,450	-	-
Management Salaries	35,888	0.4%	5,511	3,944	2,382	2,946	4,566	1,311	3,669	3,055	4,708	3,797	-	-
Office & Miscellaneous	140,253	1.5%	13,090	14,457	20,420	13,430	7,108	14,750	13,633	12,650	17,402	13,313	-	-
Office Salaries	12,539	0.1%	576	1,133	1,117	807	719	1,934	1,743	2,977	709	824	-	-
Vehicle	-	0.0%	-	-	-	-	-	-	-	-	-	-	-	-
Amortization	6,400	0.1%	1,600	1,600	1,600	1,600	-	-	-	-	-	-	-	-
Insurance (Life Insurance)	4,595	0.1%	460	460	460	460	460	460	460	460	460	460	-	-
Maintenance & Repairs	66,964	0.7%	8,690	3,626	886	3,298	3,631	4,762	6,888	14,478	15,620	5,083	-	-
Property Taxes	-	0.0%	-	-	-	-	-	-	-	-	-	-	-	-
Rent	178,164	2.0%	27,680	13,520	16,802	16,802	13,520	13,520	13,520	13,520	33,288	15,991	-	-
Utilities	44,539	0.5%	2,425	2,912	4,754	4,891	7,588	5,877	5,920	4,493	3,036	2,644	-	-
Bank Charges & Interest	14,293	0.2%	1,274	1,438	3,345	1,954	2,043	279	3,750	1,486	(1,791)	514	-	-
Interest on Long Term Debt	140,196	1.5%	7,810	8,835	8,499	8,014	8,109	7,991	13,177	7,744	68,230	1,787	-	-
Interest-Related Parties	18,880	0.2%	2,950	1,770	1,770	1,770	1,770	1,770	1,770	1,770	1,770	1,770	-	-
Advertising & Promotion	6,082	0.1%	140	400	255	160	628	25	597	250	2,865	762	-	-
Bad Debt	547	0.0%	-	-	-	-	547	-	-	-	-	-	-	-
Dealer Disc & Commissions	117,000	1.3%	10,250	11,500	14,800	17,050	7,000	9,550	10,550	11,550	13,250	11,500	-	-
Sales Discounts & Commissions	8,901	0.1%	1,707	1,715	1,333	1,433	1,291	1,168	(782)	518	518	-	-	-
Meals & Entertainment	5,715	0.1%	500	265	-	2,892	223	500	258	427	649	-	-	-
<b>TOTAL EXPENSES</b>	<b>\$ 964,476</b>	<b>10.6%</b>	<b>\$ 79,869</b>	<b>\$ 88,503</b>	<b>\$ 108,772</b>	<b>\$ 93,212</b>	<b>\$ 76,372</b>	<b>\$ 80,016</b>	<b>\$ 93,549</b>	<b>\$ 94,101</b>	<b>\$ 177,116</b>	<b>\$ 72,965</b>	<b>\$ -</b>	<b>\$ -</b>
<b>NET PROFITS</b>	<b>\$ 959,187</b>	<b>10.5%</b>	<b>\$ (55,932)</b>	<b>\$ 2,328</b>	<b>\$ 189,303</b>	<b>\$ 245,323</b>	<b>\$ 37,926</b>	<b>\$ 246,519</b>	<b>\$ (602)</b>	<b>\$ 152,502</b>	<b>\$ 120,256</b>	<b>\$ 89,258</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Other (Income) Loss</b>	\$ -	0.0%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Rent & Sundry	-	0.0%	-	-	-	-	-	-	-	-	-	-	-	-
<b>Corporate Taxes</b>	\$ -	0.0%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Income Tax Provision (Recovery)	\$ 175,785	1.9%	\$ -	\$ -	\$ 20,961	\$ -	\$ 84,222	\$ 20,045	\$ 19,897	\$ 22,363	\$ 13,521	\$ (5,225)	\$ -	\$ -
<b>Other Expenses (Gain)</b>	\$ -	0.0%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Dividends	\$ -	0.0%	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>NET PROFITS (Recast EBITDA)</b>	<b>\$ 783,402</b>	<b>8.6%</b>	<b>\$ (55,932)</b>	<b>\$ 2,328</b>	<b>\$ 168,342</b>	<b>\$ 245,323</b>	<b>\$ (46,297)</b>	<b>\$ 226,474</b>	<b>\$ (20,500)</b>	<b>\$ 130,139</b>	<b>\$ 106,735</b>	<b>\$ 94,482</b>	<b>\$ -</b>	<b>\$ -</b>



### Company's Assets and Liabilities ..... and what is to be included in the sale

What the Company owns and owes, refers to those assets and liabilities which the Company owns and which are to be "included in the sale."

Balance Sheet Value as at June 30, 2006, which is a basis in this offering, was \$1,273,819. The business is a going concern, so the balance sheet will change and will be subject to adjustment to the actuality of the balance sheet value (to be included) at the time of the sale. It is contemplated that certain assets valued on the company's June 30, 2006 balance sheet at \$983,419 will not be included, and that liabilities valued on the company's June 30, 2006 balance sheet at \$835,800 will not be included at the time of the sale but will be extracted prior to the sale and satisfied by the Seller. The effect is a \$147,619 reduction in balance sheet value, from \$1,273,819 to \$1,126,199, with \$1,019,026 of the \$1,126,199 being working capital.

As mentioned earlier, however, the business is a going concern and the result of continuing business activity will be a balance sheet in continuous flux. Therefore, it should be noted that to the extent balance sheet value will be greater than \$1,126,199 at the time of the sale, Sale Price will be increased, or to the extent balance sheet value will be less, Sale Price will be decreased.

	Balance Sheet included in the Sale	10 months ytd					
		2005-06 Jun-06	2004-05 Aug-05	2003-04 Aug-04	2002-03 Apr-03	2001-02 Apr-02	2000-01 Apr-01
<b>Current Assets</b>							
Cash on Deposit	\$ 180,894	\$ 180,894	\$ -	\$ 10,470	\$ -	\$ -	\$ -
Accounts Receivable	1,022,800	1,022,800	937,746	538,122	-	-	-
Inventory	905,294	905,294	972,987	635,575	-	-	-
Prepaid Expenses	5,233	5,233	38,597	29,528	-	-	-
<b>TOTAL CURRENT ASSETS</b>	<b>\$ 2,114,221</b>	<b>\$ 2,114,221</b>	<b>\$ 1,949,330</b>	<b>\$ 1,213,695</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Long Term Assets</b>							
Goodwill	\$ -	\$ 983,419	\$ 983,419	\$ -	\$ -	\$ -	\$ -
Incorporation Costs	2,048	2,048	2,048	898	-	-	-
Advance to Affiliate Company	-	-	-	325,199	-	-	-
<b>TOTAL LONG TERM ASSETS</b>	<b>\$ 2,048</b>	<b>\$ 985,467</b>	<b>\$ 985,467</b>	<b>\$ 326,097</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Capital Assets</b>							
Modular Office Facilities	\$ 22,307	\$ 22,307	\$ 22,307	\$ 22,307	\$ -	\$ -	\$ -
Office Equipment	16,356	16,356	16,356	13,685	-	-	-
Manufacturing Equipment	174,617	174,617	140,384	138,335	-	-	-
Automotive Equipment	7,715	7,715	7,715	7,715	-	-	-
Leasehold Improvements	34,248	34,248	35,497	24,968	-	-	-
Computer Equipment	15,938	15,938	15,938	10,541	-	-	-
(accum depreciation/amortization)	(166,054)	\$ (166,054)	\$ (166,055)	\$ (168,192)	\$ -	\$ -	\$ -
<b>TOTAL CAPITAL ASSETS</b>	<b>\$ 105,126</b>	<b>\$ 105,126</b>	<b>\$ 72,142</b>	<b>\$ 49,359</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>TOTAL ASSETS</b>	<b>\$ 2,221,395</b>	<b>\$ 3,204,814</b>	<b>\$ 3,006,939</b>	<b>\$ 1,589,151</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Third Party Liabilities</b>							
Bank Indebtedness	\$ -	\$ -	\$ 371,081	\$ 161,389	\$ -	\$ -	\$ -
Accounts Payable & Accrued Liabilities	1,095,195	1,095,195	611,336	607,538	-	-	-
Taxes Payable	-	(3,832)	107,584	33,097	-	-	-
Long Term Loan: CityBank	-	-	545,000	-	-	-	-
Promissory Note: Former Shareholders	-	230,930	268,272	-	-	-	-
Former Vendor #1	-	46,775	54,338	-	-	-	-
Former Vendor #2	-	46,775	54,338	-	-	-	-
<b>TOTAL THIRD PARTY LIABILITIES</b>	<b>\$ 1,095,195</b>	<b>\$ 1,415,842</b>	<b>\$ 2,011,949</b>	<b>\$ 802,024</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Due to Shareholders &amp; Affiliates</b>							
Advances from Related Persons	\$ -	\$ 515,153	\$ 516,333	\$ 150,000	\$ -	\$ -	\$ -
Due to Related Parties	-	-	-	215,366	-	-	-
<b>TOTAL DUE TO S/H &amp; AFFILIATES</b>	<b>\$ -</b>	<b>\$ 515,153</b>	<b>\$ 516,333</b>	<b>\$ 365,366</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 1,095,195</b>	<b>\$ 1,930,995</b>	<b>\$ 2,528,282</b>	<b>\$ 1,167,390</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Shareholder Equity</b>							
Share Capital	\$ 20	\$ 20	\$ 20	\$ 220	\$ -	\$ -	\$ -
Current & Retained Earnings	1,119,045	1,266,664	478,637	421,541	-	-	-
Other Earnings	7,135	7,135	-	-	-	-	-
<b>SHAREHOLDER EQUITY (balance sheet value)</b>	<b>\$ 1,126,199</b>	<b>\$ 1,273,819</b>	<b>\$ 478,657</b>	<b>\$ 421,761</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 2,221,395</b>	<b>\$ 3,204,814</b>	<b>\$ 3,006,939</b>	<b>\$ 1,589,151</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

**10 months ytd MONTHLY YEAR-to-DATE BALANCE SHEET as at June 30, 2006**

Balance Sheet Value as at March 31, 2006, which is a basis in this offering, was \$1,273,819. The business is a going concern, so the balance sheet will change and will be subject to adjustment to the actuality of the balance sheet value (to be included) at the time of the sale. It is contemplated that certain assets valued on the company's March 31, 2006 balance sheet at \$983,419 will not be included and that liabilities valued on the company's March 31, 2006 balance sheet at \$835,800 will not be included at the time of the sale but will be extracted prior to the sale and satisfied by the Seller. The effect is a \$0,000 in balance sheet value, from \$1,273,819 to \$1,273,819, with \$1,019,026 of the \$1,273,819 being working capital.

As mentioned earlier, however, the business is a going concern and the result of continuing business activity will be a balance sheet in continuous flux. Therefore, it should be noted that to the extent balance sheet value will be greater than \$1,273,819 at the time of the sale, Sale Price will be increased, or to the extent balance sheet value will be less, Sale Price will be decreased.

	Balance Sheet included in the Sale	2005-06	2005-06	2005-06	2005-06	2005-06	2005-06	2005-06	2005-06	2005-06	2005-06	2005-06	2005-06
		30-Sep-05	31-Oct-05	30-Nov-05	31-Dec-05	31-Jan-06	28-Feb-06	31-Mar-06	30-Apr-06	31-May-06	30-Jun-06	31-Jul-06	31-Aug-06
<b>Current Assets</b>													
Cash on Deposit	\$ 180,894	\$ (193,388)	\$ (410,503)	\$ (457,071)	\$ (505,441)	\$ 177,289	\$ 628,916	\$ 510,590	\$ 299,992	\$ 102,274	\$ 180,894	\$ -	\$ -
Accounts Receivable	1,022,800	929,075	1,056,215	1,352,667	1,579,789	997,624	819,941	969,505	1,064,379	1,134,314	1,022,800	-	-
Inventory	905,294	960,629	1,152,196	1,004,718	1,018,859	1,133,956	938,527	1,027,734	1,047,179	1,024,809	905,294	-	-
Prepaid Expenses	5,233	25,033	22,279	19,524	16,769	14,014	11,260	9,951	11,531	8,382	5,233	-	-
<b>TOTAL CURRENT ASSETS</b>	<b>\$ 2,114,221</b>	<b>\$ 1,721,349</b>	<b>\$ 1,820,187</b>	<b>\$ 1,919,837</b>	<b>\$ 2,109,976</b>	<b>\$ 2,322,883</b>	<b>\$ 2,398,644</b>	<b>\$ 2,517,780</b>	<b>\$ 2,423,081</b>	<b>\$ 2,269,778</b>	<b>\$ 2,114,221</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Long Term Assets</b>													
Goodwill	\$ 983,419	\$ 983,419	\$ 983,419	\$ 983,419	\$ 983,419	\$ 983,419	\$ 983,419	\$ 983,419	\$ 983,419	\$ 983,419	\$ 983,419	\$ -	\$ -
Incorporation Costs	2,048	2,048	2,048	2,048	2,048	2,048	2,048	2,048	2,048	2,048	2,048	-	-
Advance to Affiliate Company	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL LONG TERM ASSETS</b>	<b>\$ 985,467</b>	<b>\$ 985,467</b>	<b>\$ 985,467</b>	<b>\$ 985,467</b>	<b>\$ 985,467</b>	<b>\$ 985,467</b>	<b>\$ 985,467</b>	<b>\$ 985,467</b>	<b>\$ 985,467</b>	<b>\$ 985,467</b>	<b>\$ 985,467</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Capital Assets</b>													
Modular Office Facilities	\$ 22,307	\$ 22,307	\$ 22,307	\$ 22,307	\$ 22,307	\$ 22,307	\$ 22,307	\$ 22,307	\$ 22,307	\$ 22,307	\$ 22,307	\$ -	\$ -
Office Equipment	16,356	16,356	16,356	16,356	16,356	16,356	16,356	16,356	16,356	16,356	16,356	-	-
Manufacturing Equipment	174,617	145,104	149,920	161,866	161,866	161,866	161,866	161,866	166,174	171,417	174,617	-	-
Automotive Equipment	7,715	7,715	7,715	7,715	7,715	7,715	7,715	7,715	7,715	7,715	7,715	-	-
Leasehold Improvements	34,248	34,248	34,248	34,248	34,248	34,248	34,248	34,248	34,248	34,248	34,248	-	-
Computer Equipment	15,938	15,938	15,938	15,938	15,938	15,938	15,938	15,938	15,938	15,938	15,938	-	-
(accum depreciation/amortization)	(166,054)	(167,654)	(169,254)	(170,854)	(170,854)	(166,054)	(166,054)	(166,054)	(166,054)	(166,054)	(166,054)	-	-
<b>TOTAL CAPITAL ASSETS</b>	<b>\$ 105,126</b>	<b>\$ 74,013</b>	<b>\$ 77,229</b>	<b>\$ 87,575</b>	<b>\$ 87,575</b>	<b>\$ 92,375</b>	<b>\$ 92,375</b>	<b>\$ 92,375</b>	<b>\$ 96,683</b>	<b>\$ 101,926</b>	<b>\$ 105,126</b>	<b>\$ -</b>	<b>\$ -</b>
<b>TOTAL ASSETS</b>	<b>\$ 3,204,814</b>	<b>\$ 2,780,828</b>	<b>\$ 2,882,882</b>	<b>\$ 2,992,878</b>	<b>\$ 3,183,018</b>	<b>\$ 3,400,724</b>	<b>\$ 3,476,486</b>	<b>\$ 3,595,622</b>	<b>\$ 3,505,230</b>	<b>\$ 3,357,171</b>	<b>\$ 3,204,814</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Third Party Liabilities</b>													
Bank Indebtedness	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Accounts Payable & Accrued Liabilities	1,095,195	722,106	735,034	972,986	886,640	993,726	1,108,771	1,237,846	1,003,960	1,149,633	1,095,195	-	-
Taxes Payable	(3,832)	226,211	191,005	58,232	89,872	136,024	91,907	21,476	39,858	62,607	(3,832)	-	-
Long Term Loan: CityBank	-	534,000	469,600	458,600	447,600	436,600	425,600	403,600	403,600	-	-	-	-
Promissory Note: Former Shareholder	230,930	264,618	260,944	257,352	253,638	249,905	246,150	242,376	238,581	234,766	230,930	-	-
Former Vendor #1	46,775	53,598	52,854	52,126	51,374	50,618	49,858	49,093	48,324	47,552	46,775	-	-
Former Vendor #2	46,775	53,598	52,854	52,126	51,374	50,618	49,858	49,093	48,324	47,552	46,775	-	-
<b>TOTAL THIRD PARTY LIABILITIES</b>	<b>\$ 1,415,842</b>	<b>\$ 1,854,131</b>	<b>\$ 1,762,290</b>	<b>\$ 1,851,423</b>	<b>\$ 1,780,498</b>	<b>\$ 1,917,491</b>	<b>\$ 1,972,143</b>	<b>\$ 2,003,484</b>	<b>\$ 1,782,648</b>	<b>\$ 1,542,110</b>	<b>\$ 1,415,842</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Due to Shareholders &amp; Affiliates</b>													
Advances from Related Persons	\$ 515,153	\$ 516,333	\$ 516,333	\$ 516,333	\$ 516,333	\$ 516,333	\$ 515,153	\$ 515,099	\$ 515,099	\$ 515,153	\$ 515,153	\$ -	\$ -
Due to Related Parties	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>TOTAL DUE TO SH &amp; AFFILIATES</b>	<b>\$ 515,153</b>	<b>\$ 516,333</b>	<b>\$ 516,333</b>	<b>\$ 516,333</b>	<b>\$ 516,333</b>	<b>\$ 516,333</b>	<b>\$ 515,153</b>	<b>\$ 515,099</b>	<b>\$ 515,099</b>	<b>\$ 515,153</b>	<b>\$ 515,153</b>	<b>\$ -</b>	<b>\$ -</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 1,930,995</b>	<b>\$ 2,370,463</b>	<b>\$ 2,278,623</b>	<b>\$ 2,367,755</b>	<b>\$ 2,296,831</b>	<b>\$ 2,433,824</b>	<b>\$ 2,487,296</b>	<b>\$ 2,518,584</b>	<b>\$ 2,297,748</b>	<b>\$ 2,057,262</b>	<b>\$ 1,930,995</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Shareholder Equity</b>													
Share Capital	\$ 20	\$ 20	\$ 20	\$ 20	\$ 20	\$ 20	\$ 20	\$ 20	\$ 20	\$ 20	\$ 20	\$ -	\$ -
Current & Retained Earnings	1,266,664	410,344	604,239	625,103	886,167	966,881	989,170	1,077,018	1,207,462	1,291,697	1,266,664	-	-
Other Earnings	7,135	-	-	-	-	-	-	-	-	8,192	7,135	-	-
<b>SHAREHOLDER EQUITY (balance sheet)</b>	<b>\$ 1,273,819</b>	<b>\$ 410,364</b>	<b>\$ 604,259</b>	<b>\$ 625,123</b>	<b>\$ 886,187</b>	<b>\$ 966,901</b>	<b>\$ 989,190</b>	<b>\$ 1,077,038</b>	<b>\$ 1,207,482</b>	<b>\$ 1,299,909</b>	<b>\$ 1,273,819</b>	<b>\$ -</b>	<b>\$ -</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 3,204,814</b>	<b>\$ 2,780,828</b>	<b>\$ 2,882,882</b>	<b>\$ 2,992,878</b>	<b>\$ 3,183,018</b>	<b>\$ 3,400,724</b>	<b>\$ 3,476,486</b>	<b>\$ 3,595,622</b>	<b>\$ 3,505,230</b>	<b>\$ 3,357,171</b>	<b>\$ 3,204,814</b>	<b>\$ -</b>	<b>\$ -</b>

**Distribution of the June 30, 2006 Balance Sheet**

	Balance Sheet 30-Jun-06	Assets-Liabilities Included in the Share Sale	Assets-Liabilities To be retained by the Seller	Description of Assets/Liabilities to be retained by Seller
<b>CURRENT ASSETS</b>				
Cash on Deposit	\$ 180,894.33	\$ 180,894.33	\$ -	
Accounts Receivable	1,022,799.58	1,022,799.58	-	
Inventory	905,294.00	905,294.00	-	
Prepaid Expenses	5,233.00	5,233.00	-	
<b>TOTAL CURRENT ASSETS</b>	<b>\$ 2,114,220.91</b>	<b>\$ 2,114,220.91</b>	<b>\$ -</b>	
<b>LONG TERM ASSETS</b>				
Goodwill	\$ 983,419.00	\$ -	\$ 983,419.00	
Incorporation Costs	2,047.56	2,047.56	-	
Advance to Affiliate Company	-	-	-	
<b>TOTAL LONG TERM ASSETS</b>	<b>\$ 985,466.56</b>	<b>\$ 2,047.56</b>	<b>\$ 983,419.00</b>	
<b>CAPITAL ASSETS</b>				
Modular Office Facilities	\$ 22,307.00	\$ 22,307.00	\$ -	
Office Equipment	16,355.98	16,355.98	-	
Manufacturing Equipment	174,617.17	174,617.17	-	
Automotive Equipment	7,714.53	7,714.53	-	
Leasehold Improvements	34,247.66	34,247.66	-	
Computer Equipment	15,938.24	15,938.24	-	
(accum depreciation/amortization)	(166,054.40)	(166,054.40)	-	
<b>TOTAL CAPITAL ASSETS</b>	<b>\$ 105,126.18</b>	<b>\$ 105,126.18</b>	<b>\$ -</b>	
<b>TOTAL ASSETS</b>	<b>\$ 3,204,813.65</b>	<b>\$ 2,221,394.65</b>	<b>\$ 983,419.00</b>	
<b>THIRD PARTY LIABILITIES</b>				
Bank Indebtedness	\$ -	\$ -	\$ -	
Accounts Payable & Accrued Liabilities	1,095,195.35	1,095,195.35	-	
Taxes Payable	(3,832.47)	-	(3,832.47)	
Long Term Loan: CityBank	-	-	-	
Promissory Note: Former Shareholders	230,930.01	-	230,930.01	
Former Vendor #1	46,774.72	-	46,774.72	
Former Vendor #2	46,774.72	-	46,774.72	
<b>TOTAL THIRD PARTY LIABILITIES</b>	<b>\$ 1,415,842.33</b>	<b>\$ 1,095,195.35</b>	<b>\$ 320,646.98</b>	
<b>DUE TO SHAREHOLDER &amp; AFFILIATES</b>				
Advances from Related Persons	\$ 515,152.64	\$ -	\$ 515,152.64	
Due to Related Parties	-	-	-	
<b>TOTAL DUE TO S/H &amp; AFFILIATES</b>	<b>\$ 515,152.64</b>	<b>\$ -</b>	<b>\$ 515,152.64</b>	
<b>TOTAL LIABILITIES</b>	<b>\$ 1,930,994.97</b>	<b>\$ 1,095,195.35</b>	<b>\$ 835,799.62</b>	
<b>SHAREHOLDER EQUITY</b>				
Share Capital	\$ 20.00	\$ 20.00	\$ -	
Retained Earnings	1,266,664.12	1,119,044.74	147,619.38	
-----	7,134.56	7,134.56	-	
<b>SHAREHOLDER EQUITY (balance sheet value)</b>	<b>\$ 1,273,818.68</b>	<b>\$ 1,126,199.30</b>	<b>\$ 147,619.38</b>	
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>\$ 3,204,813.65</b>	<b>\$ 2,221,394.65</b>	<b>\$ 983,419.00</b>	
<b>\$1,036,836.26 ebitda</b>				
Balance Sheet Value included in the Sale Price	\$ 1,126,199.30		1.09 time ebitda	
Shareholder Loan(s) ... if any	\$ -		0.00 time ebitda	
Goodwill Value included in the Sale Price	\$ 2,405,661.58		2.32 time ebitda	
Sale Price as at June 30, 2006 Balance Sheet	\$ 3,531,860.88		3.41 time ebitda	

The above Balance Sheet representation is based on the Company's balance sheet as it was June 30, 2006. The first (left) column represents the Company's full balance sheet as of June 30, 2006. The middle column indicates those assets & liabilities that are intended to be included in the sale at the Sale Price. The third (right) column indicates those assets & liabilities that are intended to be excluded from the sale and transferred to the Seller and/or satisfied by Sellers on or before the Close of Sale.

It is anticipated, since business is on-going, that most, if not all of the above balance sheet numbers will change between June 30, 2006 and the Close of Sale, thus the above are provided in this manner only to establish the basis. In order to accommodate for continuous change, Balance Sheet Value and in turn Total Sale Price, is subject to adjustment to "Included Balance Sheet Value" as at Adjustment Date. Adjustment Date is typically a date agreeable to both parties, that will fall just prior to the Close of Sale.

To the extent Balance Sheet Value as at Adjustment Date shall be more than set forth above, the Sale Price at Close of Sale will be increased. To the extent Balance Sheet Value as at Adjustment Date shall be less than set forth above, the Sale Price at Close of Sale will be decreased.

Unless something should occur that would effect ebitda materially, typically Goodwill Value will not be subject to change.



VTB				INT RATE	TERM - Mos
\$1,765,930				6.50%	60
PRINCIPLE	INTEREST	PRIN & INTER	YRS	AVERAGE ANNUAL INTEREST	
\$1,765,930	\$307,217	\$2,073,147	5	\$61,443	

**5 year AMORTIZATION of Vendor Take-Back**

PRINCIPLE	INTEREST	MONTHLY PAYMENT	60 MO	
\$24,987	\$9,565	\$34,552	1	
\$25,122	\$9,430	\$34,552	2	
\$25,258	\$9,294	\$34,552	3	
\$25,395	\$9,157	\$34,552	4	
\$25,533	\$9,020	\$34,552	5	
\$25,671	\$8,881	\$34,552	6	
\$25,810	\$8,742	\$34,552	7	
\$25,950	\$8,602	\$34,552	8	
\$26,091	\$8,462	\$34,552	9	
\$26,232	\$8,321	\$34,552	10	
\$26,374	\$8,179	\$34,552	11	
\$26,517	\$8,036	\$34,552	12	
\$26,660	\$7,892	\$34,552	13	
\$26,805	\$7,748	\$34,552	14	
\$26,950	\$7,602	\$34,552	15	
\$27,096	\$7,456	\$34,552	16	
\$27,243	\$7,310	\$34,552	17	
\$27,390	\$7,162	\$34,552	18	
\$27,539	\$7,014	\$34,552	19	
\$27,688	\$6,865	\$34,552	20	
\$27,838	\$6,715	\$34,552	21	
\$27,989	\$6,564	\$34,552	22	
\$28,140	\$6,412	\$34,552	23	
\$28,293	\$6,260	\$34,552	24	
\$28,446	\$6,107	\$34,552	25	
\$28,600	\$5,952	\$34,552	26	
\$28,755	\$5,798	\$34,552	27	
\$28,911	\$5,642	\$34,552	28	
\$29,067	\$5,485	\$34,552	29	
\$29,225	\$5,328	\$34,552	30	
\$29,383	\$5,169	\$34,552	31	
\$29,542	\$5,010	\$34,552	32	
\$29,702	\$4,850	\$34,552	33	
\$29,863	\$4,689	\$34,552	34	
\$30,025	\$4,528	\$34,552	35	
\$30,187	\$4,365	\$34,552	36	
\$30,351	\$4,201	\$34,552	37	
\$30,515	\$4,037	\$34,552	38	
\$30,681	\$3,872	\$34,552	39	
\$30,847	\$3,706	\$34,552	40	
\$31,014	\$3,538	\$34,552	41	
\$31,182	\$3,370	\$34,552	42	
\$31,351	\$3,202	\$34,552	43	
\$31,521	\$3,032	\$34,552	44	
\$31,691	\$2,861	\$34,552	45	
\$31,863	\$2,689	\$34,552	46	
\$32,036	\$2,517	\$34,552	47	
\$32,209	\$2,343	\$34,552	48	
\$32,384	\$2,169	\$34,552	49	
\$32,559	\$1,993	\$34,552	50	
\$32,735	\$1,817	\$34,552	51	
\$32,913	\$1,640	\$34,552	52	
\$33,091	\$1,461	\$34,552	53	
\$33,270	\$1,282	\$34,552	54	
\$33,450	\$1,102	\$34,552	55	
\$33,632	\$921	\$34,552	56	
\$33,814	\$739	\$34,552	57	
\$33,997	\$555	\$34,552	58	
\$34,181	\$371	\$34,552	59	
\$34,366	\$186	\$34,552	60	

<b>YEAR 1</b>	
\$308,940	PRINCIPLE
\$105,689	INTEREST
\$414,629	P&I
\$34,552	/month
<b>YEAR 2</b>	
\$329,630	PRINCIPLE
\$84,999	INTEREST
\$414,629	P&I
\$34,552	/month
<b>YEAR 3</b>	
\$351,706	PRINCIPLE
\$62,923	INTEREST
\$414,629	P&I
\$34,552	/month
<b>YEAR 4</b>	
\$375,261	PRINCIPLE
\$39,369	INTEREST
\$414,629	P&I
\$34,552	/month
<b>YEAR 5</b>	
\$400,393	PRINCIPLE
\$14,237	INTEREST
\$414,629	P&I
\$34,552	/month

\$1,765,930	\$307,217	\$2,073,147	year 1-5
\$0	\$0	\$0	year 6-10
\$1,765,930	\$307,217	\$2,073,147	Total

PRINCIPLE	INTEREST	MONTHLY PAYMENT	60 MO	
\$0	\$0	\$0	61	
\$0	\$0	\$0	62	
\$0	\$0	\$0	63	
\$0	\$0	\$0	64	
\$0	\$0	\$0	65	
\$0	\$0	\$0	66	
\$0	\$0	\$0	67	
\$0	\$0	\$0	68	
\$0	\$0	\$0	69	
\$0	\$0	\$0	70	
\$0	\$0	\$0	71	
\$0	\$0	\$0	72	
\$0	\$0	\$0	73	
\$0	\$0	\$0	74	
\$0	\$0	\$0	75	
\$0	\$0	\$0	76	
\$0	\$0	\$0	77	
\$0	\$0	\$0	78	
\$0	\$0	\$0	79	
\$0	\$0	\$0	80	
\$0	\$0	\$0	81	
\$0	\$0	\$0	82	
\$0	\$0	\$0	83	
\$0	\$0	\$0	84	
\$0	\$0	\$0	85	
\$0	\$0	\$0	86	
\$0	\$0	\$0	87	
\$0	\$0	\$0	88	
\$0	\$0	\$0	89	
\$0	\$0	\$0	90	
\$0	\$0	\$0	91	
\$0	\$0	\$0	92	
\$0	\$0	\$0	93	
\$0	\$0	\$0	94	
\$0	\$0	\$0	95	
\$0	\$0	\$0	96	
\$0	\$0	\$0	97	
\$0	\$0	\$0	98	
\$0	\$0	\$0	99	
\$0	\$0	\$0	100	
\$0	\$0	\$0	101	
\$0	\$0	\$0	102	
\$0	\$0	\$0	103	
\$0	\$0	\$0	104	
\$0	\$0	\$0	105	
\$0	\$0	\$0	106	
\$0	\$0	\$0	107	
\$0	\$0	\$0	108	
\$0	\$0	\$0	109	
\$0	\$0	\$0	110	
\$0	\$0	\$0	111	
\$0	\$0	\$0	112	
\$0	\$0	\$0	113	
\$0	\$0	\$0	114	
\$0	\$0	\$0	115	
\$0	\$0	\$0	116	
\$0	\$0	\$0	117	
\$0	\$0	\$0	118	
\$0	\$0	\$0	119	
\$0	\$0	\$0	120	

<b>YEAR 6</b>	
\$0	PRINCIPLE
\$0	INTEREST
\$0	P&I
\$34,552	/month
<b>YEAR 7</b>	
\$0	PRINCIPLE
\$0	INTEREST
\$0	P&I
\$34,552	/month
<b>YEAR 8</b>	
\$0	PRINCIPLE
\$0	INTEREST
\$0	P&I
\$34,552	/month
<b>YEAR 9</b>	
\$0	PRINCIPLE
\$0	INTEREST
\$0	P&I
\$34,552	/month
<b>YEAR 10</b>	
\$0	PRINCIPLE
\$0	INTEREST
\$0	P&I
\$34,552	/month





	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>COST OF GOODS SOLD</b>																		
Parts category 9100	2,577,139	2,577,139	\$ 204,061.47	\$ 200,276.00	\$ 217,286.79	\$ 234,039.25	\$ 256,306.82	\$ 294,209.37	\$ 386,297.70	\$ 232,790.68	\$ 262,729.87	\$ 289,169.94	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Parts category 9200	203,408	203,408	\$ 18,081.00	\$ 18,376.00	\$ 19,952.00	\$ 16,091.50	\$ 21,039.00	\$ 24,540.00	\$ 60,653.52	\$ 32,317.00	\$ 24,209.16	\$ 18,499.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Parts category 9300	468,003	468,003	\$ 65,090.89	\$ 76,806.21	\$ 29,700.75	\$ 13,414.50	\$ 82,436.50	\$ 24,369.18	\$ 9,814.84	\$ 18,853.32	\$ 86,075.72	\$ 61,438.22	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Machining	27,323	27,323	\$ 1,560.00	\$ 4,054.50	\$ 7,770.50	\$ 4,054.50	\$ 3,426.00	\$ 2,105.50	\$ 3,099.00	\$ -	\$ 5,267.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Machining in House	23,993	23,993	\$ -	\$ 596.00	\$ -	\$ -	\$ 2,420.00	\$ -	\$ 7,271.00	\$ -	\$ 9,830.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Aluminum & Steel	1,463,679	1,463,679	\$ 164,638.89	\$ 199,863.66	\$ 111,978.14	\$ 144,098.01	\$ 162,223.76	\$ 78,766.89	\$ 141,824.11	\$ 146,242.67	\$ 186,745.84	\$ 176,547.75	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Paint Supplies	174,780	174,780	\$ 16,325.01	\$ -	\$ 9,381.52	\$ 19,211.11	\$ -	\$ 13,741.77	\$ 22,138.79	\$ 20,931.27	\$ 8,702.24	\$ 24,367.15	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Contract Painting	115,936	115,936	\$ -	\$ -	\$ 9,123.08	\$ -	\$ -	\$ 13,805.72	\$ 12,478.96	\$ 11,052.24	\$ 10,415.70	\$ 9,727.71	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Welding Supplies	40,958	40,958	\$ 2,681.58	\$ 3,974.34	\$ 2,966.59	\$ 2,710.73	\$ 5,482.78	\$ 8,838.59	\$ 5,831.35	\$ 4,305.78	\$ 3,772.79	\$ 5,373.15	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Freight	5,000	5,000	\$ 154.12	\$ 166.14	\$ 656.08	\$ 578.31	\$ 320.84	\$ 966.27	\$ 670.73	\$ -	\$ 423.84	\$ 368.18	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Customs & Brokerage CDN	254	254	\$ -	\$ 195.84	\$ 58.29	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Customs & Brokerage US	149	149	\$ -	\$ 35.31	\$ -	\$ -	\$ 114.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Other	586,480	586,480	\$ 683,507.00	\$ (66,742.00)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (107,027.00)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Closing Inventory	(680,657)	(680,657)	\$ (628,354.00)	\$ -	\$ 86,378.00	\$ 23,224.00	\$ (96,087.00)	\$ 120,724.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Change in Inventory			\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>Material COGS</b>	\$ 5,146,235	\$ 5,146,235	\$ 540,504.41	\$ 395,379.42	\$ 498,521.74	\$ 465,879.94	\$ 465,536.99	\$ 584,127.55	\$ 540,217.76	\$ 454,051.23	\$ 613,608.04	\$ 588,414.71	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Wages	1,282,607	1,282,607	\$ 97,041.60	\$ 89,077.66	\$ 121,899.00	\$ 121,899.00	\$ 130,879.71	\$ 124,163.43	\$ 147,071.65	\$ 126,915.09	\$ 127,256.69	\$ 148,031.50	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Overtime	47,277	47,277	\$ 4,689.02	\$ 2,907.75	\$ 3,954.00	\$ 5,650.53	\$ 3,967.51	\$ 4,470.76	\$ 5,133.26	\$ 6,917.90	\$ 6,019.88	\$ 5,938.01	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Production Bonus	98,151	98,151	\$ 10,318.40	\$ 9,405.20	\$ 10,178.00	\$ 9,405.20	\$ 10,369.70	\$ 9,196.63	\$ 12,705.47	\$ 7,843.28	\$ 12,595.48	\$ 9,387.35	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Piece Work	49,588	49,588	\$ 4,050.00	\$ 3,650.00	\$ 3,750.00	\$ 3,650.00	\$ 3,650.00	\$ 3,650.00	\$ 3,946.00	\$ 4,046.00	\$ 6,618.00	\$ 6,186.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Vacation Pay earned	45,700	45,700	\$ -	\$ 6,253.19	\$ 4.24	\$ 6,687.25	\$ 6,687.25	\$ 6,687.25	\$ 6,687.25	\$ 6,687.25	\$ 6,687.25	\$ 6,687.25	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
OPF	75,345	75,345	\$ 5,676.62	\$ 5,136.23	\$ 4,220.49	\$ 6,406.26	\$ 6,143.56	\$ 11,737.43	\$ 6,532.01	\$ 6,926.66	\$ 6,684.76	\$ 9,380.64	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ill	37,894	37,894	\$ 3,489.50	\$ 3,214.22	\$ 2,888.97	\$ 3,694.96	\$ 3,681.39	\$ 3,711.11	\$ 3,978.19	\$ 3,574.22	\$ 4,041.52	\$ 5,629.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
VCB	95,543	95,543	\$ 8,662.83	\$ 8,377.66	\$ 9,074.44	\$ 11,538.33	\$ 8,132.23	\$ 12,214.82	\$ 8,667.16	\$ 8,072.83	\$ 8,561.09	\$ 11,851.81	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Wages Supervisor	46,639	46,639	\$ 4,712.00	\$ 4,680.00	\$ 5,876.00	\$ 5,876.00	\$ 5,876.00	\$ 5,000.00	\$ 4,500.00	\$ 4,500.00	\$ 4,500.00	\$ 4,084.62	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
ForLift	17,747	17,747	\$ 2,053.61	\$ 1,099.28	\$ 1,766.83	\$ 777.70	\$ 1,439.82	\$ 1,982.08	\$ 1,205.68	\$ 1,373.89	\$ 1,073.09	\$ 4,474.13	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Garbage and Janitor	12,122	12,122	\$ 909.62	\$ 1,018.13	\$ 1,466.35	\$ 1,979.43	\$ 1,135.63	\$ 1,346.46	\$ 1,150.97	\$ 910.01	\$ 1,403.35	\$ 1,184.48	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Inspection and Decals	223	223	\$ 37.10	\$ -	\$ -	\$ -	\$ 37.10	\$ -	\$ 93.39	\$ -	\$ 20.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Liens	-	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Warranty Expense	16,295	16,295	\$ 418.05	\$ 882.21	\$ 428.01	\$ 947.42	\$ 441.66	\$ 710.77	\$ 3,078.55	\$ 1,570.10	\$ 4,152.43	\$ 3,665.95	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Maintenance and Repairs	66,964	66,964	\$ 8,693.34	\$ 3,625.44	\$ 685.02	\$ 3,282.18	\$ 6,630.64	\$ 4,762.01	\$ 6,888.28	\$ 14,478.45	\$ 15,618.97	\$ 5,093.32	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
VCB Compliance	13,505	13,505	\$ -	\$ -	\$ 1,391.49	\$ 3,798.68	\$ 1,416.26	\$ 5,108.28	\$ 69.99	\$ 2,043.25	\$ 7,656.32	\$ 3,735.36	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Shop Tools	32,684	32,684	\$ 1,571.44	\$ 1,173.56	\$ 1,819.18	\$ 4,698.03	\$ 9,436.10	\$ 5,032.37	\$ 4,074.21	\$ 5,988.03	\$ 4,399.84	\$ 2,360.73	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Shop Supplies	71,738	71,738	\$ 6,883.16	\$ 5,819.18	\$ 4,698.03	\$ 9,436.10	\$ 5,032.37	\$ 8,988.49	\$ 9,745.43	\$ 4,672.40	\$ 9,457.37	\$ 7,108.46	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sub-Contract	6,684	6,684	\$ 110.00	\$ 360.00	\$ -	\$ -	\$ 410.00	\$ -	\$ 950.00	\$ -	\$ 1,112.50	\$ 676.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sub-Contract - Truck & Trailer	1,415	1,415	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Uniforms	22,823	22,823	\$ 1,837.45	\$ 2,088.57	\$ 2,491.94	\$ 2,824.02	\$ 1,896.32	\$ 2,447.87	\$ 2,305.29	\$ 2,890.82	\$ 1,629.81	\$ 2,310.63	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Utilities	44,638	44,638	\$ 2,404.80	\$ 2,912.23	\$ 4,793.32	\$ 4,891.21	\$ 7,587.73	\$ 6,879.69	\$ 8,921.21	\$ 4,493.00	\$ 3,035.51	\$ 2,643.88	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Opening WIP-Consignment	(681,675)	(681,675)	\$ 279,480.00	\$ -	\$ -	\$ (37,365.00)	\$ -	\$ (19,010.00)	\$ 97,405.00	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Closing WIP-Consignment	633,145	633,145	\$ (33,275.00)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Changes WIP-Consignment	-	-	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>TOTAL COST OF GOODS SOLD</b>	\$ 7,303,776	\$ 7,303,776	\$ 663,625.16	\$ 447,341.14	\$ 744,356.62	\$ 677,673.66	\$ 647,743.82	\$ 895,767.78	\$ 769,314.51	\$ 647,409.66	\$ 669,623.73	\$ 660,631.15	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<b>GROSS PROFIT</b>	\$ 1,894,938	\$ 1,894,938	\$ (822.89)	\$ 264,323.74	\$ 130,156.60	\$ 327,436.52	\$ 211,139.10	\$ 88,217.90	\$ 181,402.15	\$ 235,526.98	\$ 243,076.92	\$ 23,400.93	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -







