

FEASIBILITY QUESTIONNAIRE

Client Advisor Contact Information

Name: _____
Street Address: _____
City: _____ State: _____ Zip: _____
E-mail address: _____
Phone Number: _____
Fax Number: _____
Mobile: _____

Client Contact Information

Name of Corporation: _____
Street Address: _____
City: _____ State: _____ Zip: _____
Phone Number: (____) _____
Fax Number: (____) _____
Email: _____
Website: _____

Name & Title of Contact: _____
Mobile: _____
CEO: _____
CFO: _____
CPA/Tax Advisor: _____
Legal Advisor: _____
Business Description: _____
SIC/NAIC Code _____
Year Established: _____

Capitalization & Incorporation

Class of Stock	Total Authorized Shares	Total Outstanding
Common		
Other Common		
Preferred		

Corporate Structure

Type of Entity

<input type="checkbox"/>	"C" Corporation	<input type="checkbox"/>	"S" Corporation
<input type="checkbox"/>	Limited Partnership	<input type="checkbox"/>	Limited Liability Company
<input type="checkbox"/>	Sole Proprietorship	<input type="checkbox"/>	Other

Fiscal Year End (calendar/other) _____

List any affiliated, subsidiary or parent companies (whether or not tax returns are consolidated) and describe relationships:

Company Name

Relationship

_____	_____
_____	_____
_____	_____
_____	_____

Continue on additional sheet as needed

Ownership

Please complete the information below on each class of stock (attach additional pages if necessary):

Common Stock:

Owner	# Shares	% Of Co.	Age	Employee ? Yes/No	Yrs of Serv.	Cost Basis

Are there any other types of stock (preferred/non voting)? If yes please provide information.

Other: _____

Is any of this stock issued through stock options? Yes ____ No ____

Gross Annual Payroll

	Payroll	Number of Employees
Non Union:	_____	_____
Union:	_____	_____
TOTAL:	_____	_____

Qualified Plan Information

401(k) Plan _____
 Profit Sharing Plan _____
 Defined Benefit Pension Plan _____
 Money Purchase Pension Plan _____
 SEP/Simple IRA _____
 Cafeteria (Section 125) Plan _____

Non-qualified Deferred Compensation and Executive Compensation Plans

	Stock Option Plan		Stock Appreciation Rights Plan
	Phantom Stock Plan		Stock Purchase Plan
	Restricted Stock Grants		Deferred Compensation Plan
	Supplemental Retirement Plan		Other:

Valuation Information

Approximate Value of the Company: _____

How was this value determined? _____

___ Owners Opinion _____

___ Offer(s) to buy _____

___ Stock Sales (explain) _____

___ Appraisal (give purpose) _____

___ Other _____

What is the expected annual growth rate of the company? _____

NOTE: Are there any adjustments that should be made to the financial statements that are not currently reflected in the statements which might impact the stock value?

NO _____ YES _____ If yes, please describe: _____

- Identify any non-recurring or non-operating costs included in the financial statements and projections _____

- Identify any non operating assets, (investment accounts, unrelated real estate etc) on the Balance Sheet _____

- List any “special circumstances” that may affect the value of the business _____

- Are you aware of any company acquisitions that have occurred in your industry in the past few years _____

PLEASE ATTACH SEPARATE SHEET IF NECESSARY

Please list potential successor management for the company.

Please list family members employed at the company. (full time and part time)

Corporate & Personal Objectives

(Please prioritize, 1 = most important – list top 5 only)

- _____ Cash out one or more shareholders and avoid capital gains tax
Who (list)_____
- _____ Sell or merge the company
- _____ Retire Immediately _____ Next 5 years _____ 10 years or more _____
- _____ Sell company to management group with tax advantages to both buyer and seller
- _____ Get equity into the hands of employees with shareholder & company tax benefits
- _____ Infuse working capital into the company
- _____ Create private market for company stock
- _____ Refinance existing debt making both principal & interest tax deductible
- _____ Increase employee productivity and thereby increase company profitability
- _____ Induce employees to remain with the company
- _____ Attract executives to join the company
- _____ Improve the effectiveness and reduce the cost of employee benefits, including pensions and profit sharing plans.

Comments about objectives:

Initial Documents Requested

1. Three years of financial statements(with notes) plus most current year-to-date
 - Financial Projections, including capital expenditures
 - List of Competitors
2. One copy of this completed questionnaire
3. Employee Census including at least the following information about each employee:
 - Name (or employee number)
 - Highlight company shareholders/officers
 - Current W-2 Compensation
 - Contributions to 401(k) Plan and Employer Match
 - Contributions to Other Defined Contribution Plans (if any)

Please forward to the attention of Steve Susel:

Marshall & Stevens/ ESOP Capital Strategies Inc
1156 Avenue of the Americas
Suite 703
New York, New York 10036
Phone: 212-425-4300 x 2107
Fax: 212-344-9731
Email: ssusel@marshall-stevens.com

MARSHALL & STEVENS INCORPORATED
ESOP CAPITAL STRATEGIES, INC

CONFIDENTIALITY AGREEMENT RELATING TO THE DISCLOSURE OF FINANCIAL
INFORMATION

In consideration of Marshall & Stevens Incorporated (hereinafter "M&S") and ESOP Capital Strategies, Inc (hereinafter "ECSI") disclosure of information regarding the proposed ESOP the Undersigned agrees to the following terms and conditions.

1. Confidentiality. The Undersigned understands and agrees that any information with respect to the Proposed ESOPs furnished to "ECSI" is sensitive and confidential and shall be maintained by the "ECSI" with the utmost confidence. The term "Information" includes, the identity of the ESOPs, contact information, financial and operational data and all other information and data pertaining to the company and its businesses and even the fact that the Information has been provided or that the company is considering setting up an ESOP or holding conversations with M&S or ECSI. ECSI understands that all information is being furnished solely in connection with its consideration of the proposed ESOPs as a prospective advisor to the "Undersigned".

2. The Undersigned acknowledges that the Information furnished now and in the future to the Undersigned is considered to be trade secrets and as such is integral to the continuance of M&S's and ECSI's business and the businesses of the company. The Undersigned agrees to take steps to ensure that information about the company obtained by the Undersigned or any of the Undersigned's employees, co-workers, corporate officers, agents attorneys, directors, stockholders, financial institutions, or representatives shall remain confidential and shall not be disclosed or revealed to sources not related to the proposed transaction or used in any manner inconsistent with this Confidentiality Agreement. Disclosure or Information shall not be prohibited if such disclosure is required in connection with enforcement or protection of rights with respect to this transaction or if disclosure is required pursuant to any applicable law or administrative or judicial order, rule, or regulation.

This Agreement shall be governed in accordance with the laws of the State of California. A facsimile of a signature on this Confidentiality Agreement shall be legally binding to the Undersigned.

ACCEPTED AND AGREED: ("Undersigned")

By:

M&S /ECSI

Undersigned

Signature: _____

Signature: _____

Print Name: _____

Print Name: _____

Title: _____

Title: _____

Date _____

Date _____