

2019 BUSINESS REFERENCE GUIDE

**The Essential Guide
to Pricing
Businesses
and Franchises**

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Notes on the 2019 *Business Reference Guide*

A few explanations concerning the information in this year's *Guide*:

- Much of the information we present comes from our Industry Experts, who are listed at the back of this book. We attempt to remain true to the original source, but we make some changes in grammar and punctuation to improve readability.
- Due to space requirements, the General Information, Advantages, and Disadvantages sections are not included in this hard copy *Guide* but are available in the online edition.
- Data for Statistics, Products and Services Segmentation, Major Market Segmentation, Industry Costs, Market Share, and Employment Size comes from IBISWorld and is used with their permission. Go to <https://www.ibisworld.com> to learn more about this valued resource.
- Information about franchises comes from *Entrepreneur*, *Franchise Opportunities Guide*, *Franchise Times*, *Nation's Restaurant News*, and the websites of the franchises themselves.

Pricing Methods

Pricing methods such as multiples of Sellers Discretionary Earnings (SDE), Earnings Before Interest and Taxes (EBIT), and Earnings before Interest, Taxes, Depreciation, Amortization (EBITDA) all have two things in common: each requires that the actual earnings be calculated, and then a multiple based on many factors relating to the business must also be calculated. Multiplying the two should then produce the price for that business. Unfortunately, these methods are based on the figures being calculated and by the person doing the pricing.

The other method calls for a multiple of sales. The big advantage to this method is that it doesn't call for calculating the figures. One simply takes the total annual sales (less sales taxes) and multiplies it by a percentage that "people in the know" are comfortable with, based on their knowledge and experience. In many cases there is a universal rule of thumb for the multiple, based on many transactions. The annual sales of a business are usually a provable figure; although an argument could be made, especially in very small businesses, that the owner could be "taking money off the top," thus reducing sales. However, unless the owner is really stealing from the business, small amounts shouldn't influence the price dramatically.

The purpose of the above information is to show that, although multipliers may stay about the same, the final result is based on figures that do reflect the impact of the economy. Sales are down and costs go up, especially in relation

Introduction

to sales. Therefore, we are comfortable with the final pricing results. As we keep saying, rules of thumb are just that. The purpose in supplying other information and data is so the user can adjust the rule of thumb up or down based on such information.

For the most part, the pricing of a business is based on the sales and earnings; however, another major factor is whether the seller will finance a portion of the selling price. If he/she won't provide some financing, the price will generally be lower than if he/she will. The rule is usually the lower the down payment, the higher the full price; and the seller who demands an all-cash transaction will receive, in most cases, a lower full price.

The price of a business is ultimately what someone will pay for it—it is market driven. Or, as the old saying goes, the price is what a buyer will pay and the seller will accept.

Using the Rules of Thumb

Despite all the caveats about using rules of thumb in pricing businesses, they are commonly used to do just that. The reason is quite simple—they are very easy to use. But how accurate are they? A lot more accurate than many people think. They may supply a quick assessment, but if used properly, they can come pretty close to what the business will ultimately sell for.

Rules of thumb usually come in two formats. The most commonly used rule of thumb is simply a percentage of the annual sales, or, better yet, the last 12 months of sales/revenues. For example, if the total sales were \$100,000 for last year, and the multiple for the particular business is 40 percent of annual sales, then the price based on the rule of thumb would be \$40,000.

Quite a few experts have said that revenue multiples are likely to be more reliable than earnings multiples. The reason is that most multiples of earnings are based on add-backs to the earnings, which can be a judgment call, as can the multiple. Sales or revenues are essentially a fixed figure. One might want to subtract sales taxes if they have not been deducted, but the sales are the sales. The only judgment then is the percentage. When it is supplied by an expert, the percentage multiplier becomes much more reliable.

The second rule of thumb used is a multiple of earnings. In small businesses, the multiple is used against what is termed Seller's Discretionary Earnings (SDE). SDE is also called Seller's or Owner's Cash Flow and similar names. It is usually based on a multiple (generally between 1 and 5), and this number is then used as a multiple against the earnings of the business. Many of the entries also contain a multiple of EBIT and/or EBITDA.

Seller's Discretionary Earnings (SDE): The earnings of a business prior to the following items:

- income taxes
- non-recurring income and expenses
- non-operating income and expenses
- depreciation and amortization
- interest expense or income
- owner's total compensation for one owner/operator, after adjusting the total compensation of all owners to market value.

The above definition of Seller's Discretionary Earnings, although accurate, is a bit confusing. If you change the words "prior to the" and substitute the word "plus," it may be easier to understand. We would also suggest that the highest salary be used in the calculation of SDE. The reason is that we must assume that the buyer will replace the highest compensated employee or owner—at least for the SDE calculation.

Keep in mind that the multiples for the different earnings acronyms mentioned above will be different than the multiple of SDE. The rules contained in the *Guide* are specific about what is being used. They will say *2.5 times SDE* or *4 times EBIT*, etc.

The Basics

The businesses are arranged alphabetically. In some cases, the business may go by two name descriptions, for example, gas stations or service stations. We use the one that we feel is the most common. If you can't find what you are looking for, see if it is listed under another name. If there is a particular franchise you are working on and it's not in the rules, check the type of business for more information. For example, if the franchise is an ice cream shop, check the name of the franchise; and if it's not there, go to ice cream shops and other ice cream franchises. If the business is not listed, find a similar business and start there.

The Number of Businesses/Units is the approximate number of businesses of that type in the U.S. Where there is an IBISWorld report, we generally use that number. IBISWorld provides excellent reports on many different businesses. Most of these reports are well over 20 pages and are most informative. They are well worth the price.

We have also provided the Standard Industrial Classification code (SIC) and the North American Industry Classification System (NAICS). For NAICS and SIC codes, go to <https://www.naics.com/>.

The Rules of Thumb

The price, based on the rule of thumb, does not include inventory (unless it specifically states that it does), or real estate or other balance-sheet items such as cash and accounts receivable. We have noticed an increase in Industry Experts telling us that inventory is included in the multiples. The price derived from the rule of thumb is for the operating assets of the business plus goodwill. It also assumes that the business will be delivered free and clear of any debt. If any debt is to be assumed by a purchaser, it is subtracted from the price based on the rule of thumb method.

In other words, the rules, unless mentioned otherwise, create a price that includes goodwill; furniture, fixtures & equipment (FF&E); and leasehold improvements, less outstanding debt, including accounts payable, loans on FF&E, bank loans, etc. The business, unless otherwise mentioned, is assumed delivered to a purchaser free and clear of any debt or encumbrances.

Accounts receivable are not included, as they are generally handled outside of any transaction and almost always belong to the seller. Work in progress, prepaid memberships, etc. also normally belong to the seller. Items such as these may be divided between buyer and seller. For example, in a dry cleaning business, the seller may have taken in a customer's clothing for dry cleaning, but the buyer may take over the business before the work has been completed and delivered back to the customer. This is generally handled outside the transaction and does not usually figure in a pricing or valuation.

Pricing Tips

These provide information from industry experts and other sources. They are intended to amplify the rules themselves. We include lots of new information every year, while maintaining important information from prior years.

Benchmark Data

We feel it is very important, in analyzing and pricing a business, that you compare it to similar businesses, or benchmarks that are unique to this type of business. One common benchmark unique to each business is the expenses. We have included as many of these as we could find. Many have been contributed by Industry Experts. If no source is mentioned, then you can assume that an Industry Expert(s) has supplied them. In many cases we have used a breakdown of expenses from IBISWorld.

The figures in *Expenses as a Percentage of Annual Sales* may not always add up to 100 percent. We provide only the major categories, and there may be other

expense items not included which would make up any difference. Also, in many cases, we have had to meld the figures from several different Industry Experts or sources. This may also cause some totals to slightly exceed 100 percent.

We mentioned that if the rule of thumb was used properly, the price derived could be more accurate than simply multiplying the sales by the percentage rule or the SDE multiple. Reviewing market-driven data, one can reasonably assume that a 10 percent swing (that's our number; yours may be higher or lower) on either side of the percentage multiple would allow for the additions or subtractions to arrive at a more accurate multiple of annual sales. Using our example above, the 40 percent figure, and then using available benchmark data could lower or raise that percentage by 10 percent. The multiple then might be more accurate.

Critics of rules of thumb claim that a rule is simply an average and doesn't allow for the variables of each individual business. Comparing the business under review with industry standards—benchmarks—can allow one to raise or lower the percentage accordingly. A 40-percent figure then could be as low as 30 percent, or as high as 50 percent.

The Benchmark Data section can help you look at the vital signs of the business and compare them to similar businesses. Looking at the expenses as a percentage of annual sales can be a good start. For example, if the business under review has an occupancy percentage of 12 percent against an average 8 percent benchmark, perhaps the price then should be reduced to compensate for the higher rent. The rent is pretty much a fixed expense; but the higher the rent, the lower the profit. Certainly, a new owner could lower some of the expenses, but a trained labor force, for example, is hard to replace. Obviously, reducing the percentage multiple is a judgment call; but let's face it, even business valuation is not a science, but an art—and judgment plays a large part in it.

Industry Experts' Comments

This section allows our Industry Experts to add their own personal comments about this type of business. These comments may amplify a particular area or provide additional pricing information. Many times, these Industry Experts provide information or data that can't be found anywhere else. Some Industry Experts who own or manage an office with associates list themselves under more than one business. It may just mean that one or more agents in that office are experts in that industry.

Resources

This section includes websites of companies, publications, and trade associations related to the particular types of businesses. Some are very informative; others

Introduction

are really only for members. However, many of the associations offer books or pamphlets or studies that can be informative. Every year, we find that more and more associations are charging non-members a high price *for research materials that members can receive free or at a much lower price*. *Nation's Restaurant News*, *Franchise Times*, *Auto Laundry News*, and *Convenience Store News* are examples of excellent resources, providing surveys and up-to-the-minute news about their industries. Don't forget that IBISWorld has great reports on many, many different businesses including franchises and many "mom and pop" type businesses.

Franchises

This edition contains more franchise data than any previous one. For a quick rule for many franchises, go to the *Franchises* entry. Additional information can be found under the entries for the specific franchise.

If you can't find the one you are looking for, see if there is a similar type of franchise that has one. If that fails, go to the particular type of business that the franchise represents. You may add to or subtract from that rule of thumb based on your assessment of the value of the franchise—is it a plus or a minus? Even if there is a rule of thumb, it is always wise to refer to the type of business for more information.

Some Final Notes

Some associations conduct their studies and surveys only every other year or even less frequently. In some cases, we have completed a particular section prior to the new data becoming available; however, we attempt to keep the information as current as possible.

We know that some of the information may be contradictory, but since we get it from those whom we believe to be experts, we still include it. The more information you have to sort through, the better your final conclusion. We think the information and data are reliable, but occasionally we find an error after the book has been printed.

Also, keep in mind that rules of thumb can vary by area and even by location. For example, businesses on the West Coast tend to sell for a higher price than the East Coast businesses, which sell for a higher price than the Midwest ones.

Thanks to our Industry Experts

We want to thank all who contributed rules of thumb, industry data, and information. It is a tribute to them that they are willing to contribute not only a rule of thumb, but also their knowledge on pricing.

We are focusing on the Industry Experts and in gratitude for their contribution are offering to put them on our website, provide BBP industry logos, and do anything else we can do to set them apart. We also give them a complimentary copy of the current edition of the *Business Reference Guide*. If you're interested and feel that you are qualified, go to www.businessbrokeragepress.com and click on Services/ Industry Experts.

And When All Else Fails

Keep in mind that if it's not in the *Guide*, we really don't have a rule of thumb for that business. We get calls from people asking for a rule of thumb for some oddball type of business like Elephant Training Schools (not really). Honestly, if we knew of one, it would be in the *Guide*. We're always happy to help if we can, but unless there is sufficient sales data, there generally isn't a rule of thumb available. If you can't find what you need, here are some suggestions.

- Call a similar business in your area and see if they are aware of one.
- Check with a vendor, distributor, or equipment manufacturer and see if someone there can help.
- Call a trade association for that particular industry and see if they can direct you to someone who can help. Don't do it by email or fax, but call and speak to someone. Trade associations really don't want to get involved, but an individual might get you to the next step.

If none of the above helps, then we're afraid you have to accept the fact that there just may not be one for the business you are checking on.

Businesses in the 2019 Guide

AAMCO Transmission	1–2
accounting firms/CPAs	2–6
accounting firms/practices	7–9
accounting/tax practices	9–13
Ace Cash Express	13
Ace Hardware	13
advertising agencies	13–15
Aero Colours, Inc.	15
AIM Mail Center	15
air conditioning contractors	See HVAC
aircraft cleaning	16–17
aircraft manufacturing—parts, supplies, engines, etc.....	17–18
airport operations.....	19–21
alarm companies	See security services/systems/alarm companies
Allegra Marketing-Print-Mail	21–22
All Tune and Lube.....	22
AlphaGraphics	22
aluminum smelting machinery	22–23
ambulance services	23–26
ambulatory surgery centers	26
American Poolplayers Association (APA)	26–27
ANDY OnCall.....	27
antique shops/dealers	28
Anytime Fitness	28–29
apartment rental	29–30
Apex Leadership Company	30–31
appliance stores	31
appraisal (valuation services).....	31–32
arcade, food & entertainment complexes	32–35
architectural firms	35–37
art galleries and dealers	37–38
arts & crafts/retail stores	38–40
art supplies	40–41
assisted living facilities/retirement communities (with nursing care)	41–43
assisted living facilities/retirement communities (w/o nursing care)	44
Atlanta Bread Company	44–45
audio and film companies	45–46
audio/video conferencing.....	46–47
auto body repair.....	47–49
brake services	49
dealerships—new cars	49–52
dealerships—used cars	52–54
detailing	54–55

glass repair/replacement	55–56
lube/oil change	56–57
mufflers	57
parts and accessories—retail stores	57–59
rental	59–61
repair (auto service centers).....	61–67
service stations	See gas stations
towing	See towing companies
transmission centers	67–69
wrecking/recyclers/dismantlers/scrap/salvage yards	69–70
aviation and aerospace	71–73
awning installation	See sunroom and awning installation
A&W Restaurants.....	73
bagel shops	73–74
bait and tackle shops.....	74–75
bakeries	75–76
bakeries—commercial	76–78
banks—commercial	78–80
barbershops.....	80–81
bars	81–83
bars/nightclubs	84
bars with slot machines	85
Baskin-Robbins	85
Batteries Plus Bulbs	85
beauty salons	86–88
bed and mattress stores	88–90
bed & breakfasts.....	90–92
Beef 'O' Brady's.....	92
beer distributorships/wholesalers	92–93
beer taverns—beer & wine	94
beer & wine stores—retail	94
Ben & Jerry's Homemade, Inc.....	94
Between Rounds Bakery Sandwich Café.....	95
bicycle shops	95–97
Big Apple Bagels	97
Big City Burrito.....	98
Big O Tires.....	98
billboard advertising companies (outdoor advertising)	98–100
billiards	100
Blackjack Pizza & Salads	101
Blimpie—America's Sub Shop.....	101
blood and organ banks	101–102
boat dealerships	102–103
bookstores—new books	103–105
bookstores—rare and used	105

Introduction

bookstores—religious	106
bookkeeping services	See accounting
bottled gas	See liquefied petroleum gas
bowling centers	106–108
brew pubs	108–109
bridal shops	109–110
Bruster's Real Ice Cream	110
Budget Blinds	111
building inspection	See home inspection
Burger King	111
bus companies (charter, school & scheduled)	111–113
business brokerage offices	113–115
business service centers	See mail and parcel centers
butcher markets	See meat markets
call centers	116–117
camera stores	117–118
campgrounds	118–120
camps	121–122
candy stores	122
card shops	123–124
Carl's Jr.® Restaurants	124
carpet cleaning	124–125
carpet/floor coverings	125–126
Cartridge World	126
Carvel Ice Cream	127
car washes—coin operated/self-service	127–128
car washes—full-service/exterior	128–130
Car X Tire & Auto	130–131
casinos/casino hotels	131–132
caterers/catering	133
catering trucks	133–134
cellular phone stores	134
cemeteries	134–136
CertaPro Painters	136
Charley's Philly Steaks	136
check cashing services	136–137
Cheeburger Cheeburger Restaurants	137
chemical product & preparations mfg.	See manufacturing—chemical
Chick-fil-A	137–138
child care centers	See day care centers
children's and infants' clothing stores	138–139
children's educational franchises	139
chiropractic practices	140–143
cigar stores	See tobacco stores
Closet Factory	144

Closets by Design.....	144
clothing stores—used.....	144
cocktail lounges.....	145
coffee shops.....	145–147
coffee shops (specialty).....	147–148
coin laundries.....	148–152
Cold Stone Creamery.....	153
collectibles stores.....	153–154
collection agencies.....	154–156
Comfort Keepers.....	156
comic book stores.....	156–157
community newspapers.....	See publishers/newspapers/community papers
computer	
consulting.....	157–158
services.....	158–159
stores.....	159–160
systems design.....	160–161
concrete bulk plants (ready-mix).....	161–162
consignment shops.....	162–163
construction	
buildings.....	163–164
electrical.....	See electricians
excavation (site preparation).....	164–165
heating & AC.....	See HVAC
in general.....	166–170
specialty trades.....	170–172
consulting.....	See sales consulting
contract manufacturing.....	172–173
contractors—masonry.....	173–174
convenience stores.....	175–177
convenience stores with gas.....	See gas stations with convenience stores
Cost Cutters Family Hair Care.....	177
country/general stores.....	177
coupon books.....	178
courier services.....	See delivery services
court reporting services.....	178–179
Coverall Health-Based Cleaning Systems.....	179
Culligan Water.....	180
Curves—Jenny Craig.....	180–181
data processing services.....	181–182
dating services.....	182–183
day care centers/adult.....	184–185
day care centers/children.....	185–190
Deck the Walls.....	190
delicatessens.....	190–191

Introduction

delivery services (courier services)	191–193
Del Taco	193
dental laboratories	193–194
dental practices	194–197
detective agencies	See investigative services
diagnostic imaging centers	197–199
dialysis centers	199–200
Dick's Wings & Grill	201
diners	201
direct mail advertising	201–203
direct selling businesses	203–204
disability facilities	204–206
display advertising	See billboard advertising companies
distribution/wholesale	
apparel	206–207
durable goods	207–208
electrical products	208–209
grocery products/full line	209–210
industrial supplies	210–211
in general	211–214
janitorial	214–215
medical equipment & supplies	215–216
paper	217–218
tools	218–220
document destruction	220–221
dog kennels	221–223
dollar stores	223–224
Domino's Pizza	225
donut shops	225–226
doors—sales	226–227
doors—service	227–228
DQ (Dairy Queen)	229
Dream Dinners	229
drive-in restaurants	230
drive-in theaters	230
driving schools (instruction)	See schools—tutoring & driving schools
drugstores	See pharmacies and drugstores
Dr. Vinyl	230
dry cleaners	230–233
dry cleaning pickup outlets/stores	233
dry cleaning routes	233
Dry Clean USA	234
Dryer Vent Wizard	234
Dunkin' Donuts	234–235
Eagle Transmission Shop	235–236

e-cigarette stores/vapor stores	236–237
e-commerce (Internet sales).....	237–241
electricians.....	241–242
electric motor repair.....	243–244
embroidery services/shops.....	245
employment agencies	See recruiting agencies
engineering services.....	245–246
environmental testing	246–247
Environment Control (commercial cleaning services)	247
event companies	247–249
fabric stores.....	249–250
family clothing stores.....	250–251
family entertainment centers	252
Fantastic Sam's.....	252
Fast-Fix Jewelry and Watch Repairs.....	252
fast food.....	See restaurants—fast food
Fast Signs.....	252
fertility clinics	253–254
film companies	See audio and film companies
fire suppression systems sales & services	254–255
fish & seafood markets.....	255–256
fitness centers	256–260
floor coverings	See carpet/floor coverings
flower shops (florists).....	260–262
food service contractors	262–264
food service equipment and supplies	265
food stores—specialty	266–267
food trucks.....	267–268
Foot Solutions.....	268
Framing & Art Centre.....	269
franchise food businesses.....	269–270
franchise resales	270
franchises	270–277
freight forwarding.....	277–279
freight trucking—local	279
freight trucking—long distance	280–282
Friendly Computers	282
Friendly's	282
fruits and vegetables (wholesale).....	282–284
fruit & vegetable markets (produce)	284–285
fuel dealers (wholesale).....	285–286
funeral homes/services.....	286–289
furniture refinishing.....	289–290
furniture stores.....	290–291
garage door sales & service.....	See doors

Introduction

garbage/trash collection	See waste/garbage/trash collection
garden centers/nurseries	292–293
gas stations—full- and/or self-serve	293–295
gas stations w/convenience stores/minimarts	295–300
Gatti's Pizza	300–301
Geeks on Call	301
General Nutrition Centers (GNC)	301
gift shops	301–302
Godfather's Pizza	303
Goin' Postal	303
golf courses	303–305
golf driving ranges & family fun centers	305–306
golf shops	306–307
Goodyear Tire Stores	307
gourmet shops	307
Grease Monkey	307
Great Clips	307–308
Great Harvest Bread Company	308
Great Steak	308
Grecian Gyro	308
green businesses	309–310
ground transportation	See freight trucking
Grout Doctor	311
guard services	311–312
gun shops and supplies	312–314
hardware stores	314–315
Harley-Davidson motorcycle dealerships	315–316
health clubs	See fitness centers
health food stores	316–317
hearing aid clinics	317–319
heating contractors	See HVAC
heating oil dealers	319–320
heavy equipment sales & service	320–321
hobby shops	321–322
home-based businesses	322–323
home centers	323–325
home health care—equipment and supplies	325–326
home health care/home nursing agencies	326–330
home health care rental	331–332
Home Helpers®	332
home inspection	332–333
Home Team Inspection Service	333
Honest-1 Auto Care	334
hospital laundry—supply	334
hospitals—medical and surgical	335–336

hospitals—psychiatric and substance abuse.....	336–337
hospitals—specialty.....	337
hotels & motels.....	338–342
House Doctors.....	342–343
Hungry Howie's Pizza & Subs.....	343
Huntington Learning Center.....	343
HVAC—heating, ventilating & air conditioning.....	343–347
i9 Sports.....	347
Iceberg Drive Inn.....	347
ice cream trucks.....	347–348
ice cream/yogurt shops.....	348–350
industrial water treatment companies.....	350–351
information and document management service industries.....	351
information technology companies.....	351–353
injection molding.....	353
inns.....	354–355
insurance agencies/brokerages.....	355–359
insurance companies (in general).....	359–360
insurance companies—life.....	360–361
insurance companies—property & casualty.....	361–363
Internet hosting—colocation.....	See Web hosting
Internet publishing.....	See publishing—Internet
Internet sales.....	See e-commerce
Internet-related businesses.....	363–364
investigative services.....	364–365
investment advice/financial planning.....	365–366
Jani-King.....	367
janitorial services.....	367–369
Jersey Mike's Subs.....	369
jewelry stores.....	369–371
Jiffy Lube International.....	371
Jimmy John's Gourmet Sandwiches.....	371
job shops/contract manufacturing.....	See machine shops
John Deere dealerships.....	371–372
Johnny Rockets.....	372
Jon Smith Subs.....	372
Juice It Up!.....	372–373
junk yards.....	See auto wrecking
Keyrenter.....	373
KFC (Kentucky Fried Chicken).....	373
Kilwins.....	373
kosher food stores.....	See food stores—specialty
Kumon Math & Reading Centers.....	374
Kwik Kopy Business Center.....	374
landscaping services.....	374–376

Introduction

land surveying services	376–377
language translation	See translation and interpretation services
Laundromats	See coin laundries
law firms	377–379
lawn maintenance & service.....	379–381
Lenny's Subs	381
Liberty Tax Service	381–382
limousine services	382–383
linen services—supply.....	See uniform rental
liquefied petroleum gas (propane).....	383–385
liquor stores/package stores (beer, wine & liquor stores).....	385–388
Little Caesars Pizza	388
lock & key shops	389
Logan Farms Honey Glazed Hams	389–390
lumberyards	390–391
MAACO Auto Painting and Bodyworks.....	391
machine shops	391–394
MaggieMoo's Ice Cream and Treatery	395
Maid Brigade	395
maid services.....	395
mail and parcel centers (business centers).....	395–398
mail order	398–399
Mama Fu's Asian House.....	399
management consulting	399–401
manufacturing	
aluminum extruded products	401–402
beauty products	402
chemical	402–404
contract	See contract manufacturing, job shops, machine shops
custom architectural woodwork and millwork	404
electrical	404–405
electrical connectors.....	406
fiber processing	406–407
food	407–408
furniture/household.....	409
general	410–413
general purpose machinery.....	413
guided missile and space vehicle	414–415
machinery.....	415–416
marine products.....	416–418
metal fabrication	418–420
metal stamping	420–422
metal valve and pipe fitting.....	422
miscellaneous electrical and components	422
office products	422–423

ornamental & architectural metal.....	423–424
personal health products.....	424
pharmaceutical preparation & medicine.....	424–428
plastic and rubber machinery.....	428
plastic products.....	428–431
powder metallurgy processing.....	431–433
prefabricated wood buildings.....	433–434
products from purchased steel.....	434–435
proprietary products.....	435–436
scientific instruments.....	436
showcase, partition, shelving, and lockers.....	436
signs.....	437–438
small.....	438
specialty vehicle.....	438–439
sporting goods & outdoor products.....	439–441
stainless steel food service fabrication.....	441
tactical military equipment.....	441–442
turbine and turbine generator set units.....	442
valves.....	442–444
wood kitchen cabinets and countertops.....	444–445
wood office furniture.....	445–446
Marble Slab Creamery.....	446
marijuana stores.....	447
marinas.....	448–449
marine/yacht services (boat/repair).....	450–451
Martinizing Dry Cleaning.....	451
masonry contractors.....	See contractors—masonry
massage parlors.....	See tanning salons, medical spas
Mathnasium.....	451–452
McDonald's.....	452
meat markets.....	452–453
medical and diagnostic laboratories.....	453–455
medical billing.....	455–457
medical practices (physicians).....	457–463
medical spas.....	464–466
medical transcription.....	466–468
Meineke Car Care Centers.....	468–469
mental health and substance abuse centers.....	469–470
mental health physicians.....	470
mental health practitioners (except physicians).....	471
Merry Maids.....	471
Midas International.....	472
middle market businesses (in general).....	472–473
mining—metals.....	473–474
mining—sand and gravel.....	474–475

Introduction

Minuteman Press.....	475
mobile home parks.....	475–476
modeling agencies.....	477
Molly Maid.....	478
Money Mailer.....	478
Montessori schools.....	478–479
motorcycle dealerships.....	479–481
Mountain Mike's Pizza.....	481
movie theaters.....	482–483
moving and storage.....	483–484
Mrs. Fields Original Cookies.....	See TCBY and Mrs. Fields
Murphy's Deli.....	484
Music Go Round.....	484
music stores (record stores, musical instruments).....	485–487
My Favorite Muffin.....	487
mystery shopping companies.....	487–488
nail salons.....	488–489
Nathan's Famous.....	489
Natural Chicken Grill.....	489
Nature's Way Cafe.....	490
newspaper routes.....	490
newsstands.....	490
nursing homes/skilled nursing facilities.....	490–493
office staffing and temporary agencies.....	493–497
office supplies and stationery stores.....	497–498
oil and gas related businesses.....	498–501
Once Upon A Child.....	501
online sales.....	See e-commerce
optical practices.....	See optical stores, optometry practices
optical stores.....	501–503
optometry practices.....	503–506
Orange Julius.....	506–507
Original Italian Pie.....	507
outdoor advertising.....	See billboard advertising companies
OXXO Care Cleaners.....	507
packaging and shipping services.....	See mail and parcel centers
packaging (industrial).....	507–508
paint & decorating (wallpaper) retailers.....	508–510
Pak Mail.....	510
Panera Bread.....	510–511
Papa John's Pizza.....	511
Papa Murphy's.....	511
Parcel Plus.....	512
parking lots and garages.....	512–513
parking lot sweeping.....	513–514

pawn shops	514–516
payday loans	517–518
pest control	518–520
pet boarding	See dog kennels, pet grooming
pet grooming.....	520–522
Petland	522
pet stores.....	522–524
pet supply (wholesale).....	See distribution/wholesale—in general
pharmacies and drugstores	524–527
photographers & photographic studios.....	527–528
physical therapy.....	528–531
physicians.....	See medical practices
picture framing.....	531–533
Pillar to Post (Home Inspection).....	533
Pizza Factory.....	533
pizza shops.....	533–536
Planet Beach	536
Play It Again Sports	536
plumbing and heating contractors	See HVAC
podiatrists	536–539
pool service (swimming).....	539–541
Pop-A-Lock.....	542
portable toilet companies.....	542–543
power/pressure washing.....	543
Precision Tune Auto Care.....	543
printing/custom screen	543–545
printing/flexographic	545–546
printing—label.....	546
print shops/commercial printers.....	546–548
print shops (general).....	548–551
print shops/quick print.....	551–553
process serving	553–554
produce markets.....	See fruit and vegetable markets
propane companies	See liquefied petroleum gas
property management companies	554–557
publishers	
books	557–558
in general.....	558–560
Internet and broadcasting.....	560–562
magazines/periodicals	562–563
monthly community magazines	563–565
newsletters	565
newspapers—dailies	565–567
newspapers (in general).....	567–568
newspapers—weeklies/community papers	568–569

Introduction

software.....	569–571
Pump It Up.....	571
Purrfect Auto.....	571
Quaker Steak & Lube.....	571
Quiznos Classic Subs.....	572
racquet sports clubs.....	See fitness centers
radio communications, equipment and systems.....	572
radio stations.....	573–574
real estate agencies.....	574–577
records management.....	577
recruiting agencies.....	577–578
recycling.....	578–580
Red Robin Gourmet Burgers.....	580
registered investment advisors.....	580–582
remediation services.....	582–584
Renaissance Executive Forums.....	584
rental centers.....	584–587
rent-to-own stores.....	587–589
repossession services.....	589
resale shops.....	589–590
residential real estate brokerage.....	See real estate agencies
resort businesses.....	See ski shops
restaurants	
an introduction.....	591
fast food.....	592–594
full service.....	594–610
retail businesses (in general).....	610–613
retail stores (small specialty).....	613–614
retirement communities.....	See assisted living
Rita’s Italian Ice.....	614
Rocket Fizz.....	614–615
Rocky Mountain Chocolate Factory.....	615
Roly Poly Sandwiches.....	615
route distribution businesses.....	615–618
RV dealerships.....	618–620
RV parks.....	620–621
Safe Ship.....	621
sales businesses (in general).....	622
sales consulting.....	622
Samurai Sam’s Teriyaki Grill.....	622
sandwich shops.....	622–623
schools—educational & nonvocational.....	624–626
schools—tutoring & driving schools.....	626–627
schools—vocational & training.....	627–629
Sears Carpet and Upholstery Care & Home Services.....	629

security services/systems/alarm companies	629–632
self storage (mini storage).....	632–634
Senior Helpers.....	634
service businesses (in general).....	635
service stations	See gas stations
ServiceMaster Clean	635
Servpro	636
shoe stores	636–637
short line railroads	637
shuttle services & special needs transportation	638
Signarama	638
sign companies	638–642
silk screen printing	See printing/custom screen
Sir Speedy (printing).....	642
ski shops.....	642–644
Smartbox Portable Storage & Moving	644
Smashburger	644
Smoothie King	645
snack bars	See sandwich shops, restaurants—fast food
Snap Fitness.....	645
soft drink bottlers	645–646
software companies.....	647–650
sound contractors.....	650–651
souvenir & novelty stores	See retail stores—small specialty
Sport Clips.....	651
sporting goods stores	651–653
staffing services.....	See office staffing and temporary agencies
Subway	653–654
sunroom and awning installation	654–655
supermarkets/grocery stores	655–659
surgical and emergency centers.....	See ambulatory surgery centers
sustainable businesses	See green businesses
Surface Specialists	659
Swisher (restroom hygiene service)	659
Sylvan Learning Center	660
Synergy HomeCare	660
Taco John's.....	660–661
tanning salons	661–663
tattoo parlors.....	663–664
taverns	See bars, cocktail lounges, restaurants
taxicab businesses	665–666
tax practices	See accounting/tax practices
TCBY and Mrs. Fields	666
technology companies—information	666–668
technology companies—manufacturing	668–669

Introduction

technology companies—service	669–670
tee shirt shops	671
telecommunication carriers (wired).....	671–672
telecommunications.....	672–673
telemarketing	See call centers
television stations	673
temporary agencies	See office staffing and temporary agencies
The Maids	674
therapists—occupational, physical, speech and audiologists.....	674
The UPS Store	674–675
The Zoo Health Club	675
thrift shops	See consignment shops, used goods
ticket services	675–676
tire stores	676–678
title abstract and settlement offices	678–680
tobacco stores	680
Togo's Eateries	680–681
tour operators	681–683
towing companies.....	683–684
toy stores	684–685
translation and interpretation services.....	685–686
travel agencies	686–690
travel wholesalers/consolidators.....	690
trophy studios	690
Tropical Smoothie Café	690–691
trucking companies.....	See freight trucking
truck stops	691–693
Two Men and a Truck	693–694
uniform rental.....	694–695
urgent care centers.....	695
U-Save Car & Truck Rental	696
used goods	696–697
Valpak Direct Marketing Systems	697
Valvoline Instant Oil Change	697
vending machine industry.....	697–701
veterinary hospitals.....	701
veterinary practices	701–706
video stores	706–707
visa/passport companies	708
waste/garbage/trash collection	708–709
Web-based companies.....	See Internet-related businesses
Web hosting.....	710
wedding stores	See bridal shops
weight loss services/centers	710–711
wholesale distribution	See distribution/wholesale

Wienerschnitzel	711
Wild Birds Unlimited	712
wind farms (energy).....	712–713
window cleaning	713
window treatment/draperies	713–714
Wine Kitz (Canada)	714
wineries	714–716
Wingstop (restaurants).....	716
wireless communications.....	716–717
women's clothing	717–718
Worldwide Express.....	718–719
You've Got Maids	719
Ziebart (auto services).....	719