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RECOMMENDED METHOD FOR ASSET AND SHARE VALUATION TO ENABLE THE PUBLIC SALE OF JOINT-STOCK COMPANY SHARES IN UZBEKISTAN

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Deloitte Touche Tohmatsu International

Deloitte & Touche / USAID Trucking Demonopolization Project

Recommended Method For Asset and Share Valuation to Enable the Public Sale of Joint Stock Company Shares

Introduction

The Government of Uzbekistan has established a system of forming joint-stock companies from state-owned enterprises, which makes clear its intention to privatize most state-owned assets. President Karimov's speech of 16 December emphasized that intention. In the trucking sector many enterprises have already become, or begun the process of becoming, joint-stock companies.

The Deloitte & Touche team of consultants was asked to devise a standard method for calculating the value of assets held by joint-stock companies under UzAvtoTrans, in order to determine a proper value of the portion of shares still owned by the GKI. The purpose of the exercise is to assist the GKI to rationalize and simplify national procedures for the successful public sale of their portion of shares. An essential part of the team's task is to ensure that the sale of the Government's shares is conducted in a manner fair to existing workforce shareholders, to juridical entities who wish to purchase shares, to the enterprises, and to the interests of the Government itself.

Valuation

There is currently a lack of uniformity about the computation of asset and share values. This is understandable because the whole economy is turning from centrally-planned monopolism to a market-economy responding to competition, real money, and the profit motive. The currency was changed four months ago, and most joint-stock companies were organized just a few months earlier.

We decided early in the program of work that the most suitable approach to the needs of the Uzbekistan government would be to produce valuations based on expert technical appraisal of assets. In the case of UzAvtoTrans companies, 70% to 80% of their total assets are composed of vehicles (trucks, trailers, and a few cars and buses). Land is inalienable and belongs to Government. Buildings are a relatively small percentage of assets; they were assigned a value upon construction which is then depreciated (with occasional adjustments for inflation) over a standard "life".

It is essential to use a simple, flexible method of valuation which can be adjusted to other industries as well as to different types of UzAvtoTrans enterprises. We can see no advantage, for example, in recommending a complex appraisal of buildings. The existing procedures, which apply inflation factors to historic values, are adequate.

Trucks are a different matter. Autobases are worth very little without vehicles. Conversely trucks can be effectively operated with very little infrastructure. The recent detailed marketplace valuations we have done for vehicles to be sold at auction indicate that broad-based values can be assigned to various makes and ages of trucks, assuming average physical condition. We strongly recommend this method of valuing

mobile assets, as it produces sufficiently reliable results from comparatively little investigation. In other words, it is a cheap and quick procedure for the truck/bus/taxi industries. Our chart of values for major truck makes is included in Annex 1.

Emphasis on Sale

In addition to creating a reliable and replicable valuation system, the team has concentrated on designing a method which assures the successful public sale of the government's shareholding. It is clear to all who are conversant with the problems of privatization in Uzbekistan, that the volume of state-owned property that remains to be sold is very large. The release of all of that property through a single massive emission of ownership shares onto the market at a greatly increased price would produce poor results. The economy is generally not liquid enough, and individual potential buyers are not rich enough to support realistic share-prices unless the release of shares by Government and the increase in share price are both phased over time.

At the same time, the general aim of privatization is the transfer of ownership from state to private hands, resulting in competition and greater efficiency. Therefore, the sale process also should not be spread out over an extremely long period of time. Bearing all this in mind, we strongly advise that the sale of shares be spread over a three-year period.

Shares should be sold in small quantities at intervals, with share price increasing at each interval. This will maintain public interest in the business of the companies concerned, provided that there is a simultaneous press, radio and television campaign educating the public in the advantages of share-holding. Because of the current state of economic flux in Uzbekistan, there has been insufficient time to educate enterprise workforces, let alone the general public, about the meaning of shares and shareholding. In the specific case of UzAvtoTrans companies, drivers and mechanics have only a vague understanding of the idea of a privately-operated company which is controlled by shareholders' voting power. To them, buying shares is seen as somehow guaranteeing their jobs.

Testing the Methodology

We decided to test this sample methodology on several of the joint-stock company autobases on the list provided to us by the GKI. The results are shown in Annexes 2 through 4, which display four alternative time-frames for the sale of shares in Tashkent City Autobase 127. As we have stressed in this report, the ultimate goal of this exercise is to achieve the successful public sale of the government's shareholding, at a price fair to all parties involved. The annexes also display 3 alternative valuations of assets, in case it is decided that the original valuation will not result in a successful sale due to high prices. We advise that our original expert valuation be used, with share sale staggered over three years, with prices rising slowly at first, and more quickly later. We also believe that the GKI should use its discretionary powers to adjust asset/share values and short or medium-term share sale schedules in light of any major unexpected changes in the economy.

Explanatory notes to annexes

Annex #1 is a table of broad-based values that our specialist team has assigned to vehicles of various makes and ages. These values may be used to revalue the mobile assets of any enterprise quickly, and with considerable accuracy.

Annex #2 demonstrates our suggested valuation and sale schedule for the state-owned portion of shares in the UzAvtoTrans joint-stock companies. The example uses UzAvtoTrans Autobase # 127, located in Tashkent city, to demonstrate the model.

We have used the same method of arriving at the Ustavny Fund as was originally used by the Uzbek government when forming joint-stock companies from UzAvtoTrans autobases -- that is, total assets minus total liabilities, plus the fund for social development and production development, minus objects of social infrastructure. The resulting Ustavny Fund value is then divided by the number of shares in the joint-stock company to determine individual share value.

In this example, the value of vehicles shown is bised on the valuation system developed by the team and shown in Annex #1. All other line items have been taken directly from the records provided to us by the management of Autobase #127. The values of non-mobile physical assets are those after the revaluation ordered by Cabinet Decree #261. All financial assets and liabilities are taken from statements dated June 1993, and are merely illustrative. The actual application of this valuation system to Base #127 or any other base will require up-to-date data.

Four sample share sale schedules accompany the computation of share value. The first two schedules stagger the sale over two years, and the second two schedules stagger the sale over three years. Within each schedule, the quantity of shares emitted is constant over time, but the price of an individual share rises at irregular intervals. This keeps share prices lower initially, thereby resulting in better sales.

Annexes #3 and #4 are identical in form to Annex #2, but subtract 20% and 40% from our valuation of mobile assets. This is done to show the effect that valuation has on share prices, and to offer other alternatives which may result in even more successful share sales in the long run.

RKW / AS December 1994

ANNEX #1

BROAD-BASED VALUES FOR MOBILE ASSETS

-4-

									L	i					
			E	BROAD-	BASED	VALUE	S OF M	OBILE	ASSET	S TR	UCKS			, - 	
Year of vehicle		DI	ROP-SII	DED			DUM	IP TRU	CKS		PF	RIME M	OVER	S (w/o tra	1000 sum ilers)
	GAZ	ZIL	MAZ	KamAZ	KRAZ	GAZ	ZIL	MAZ	KamAZ	KRAZ	GAZ	ZIL	MAZ	KamAZ	KRAZ
1966-1967	2.6	3.9				i	3.3					2.6			
1968-1969	2.6	3.9				2.0	3.3					2.6			
1970-1971	3.3	4.6	13			2.6	3.6					2.9	10.4		
1972-1974	3.9	5.9	22.8			2.9	4.6					3.6	13		
1975-1976	4.6	6.5	29.3	48.8		3.6	5.2					3.9	17.6	32.5	13
1977-1978	5.2	7.8	39	65	32.5	4.2	6.2	32.5	52	35.8	3.6	4.6	22.8	39	13
1979-1980	7.2	9.8	48.8	84.5	35.8	5.9	7.8	39	68.3	42.3	4.6	5.9	32.5	52	13.0
1981-1982	9.1	13	65	97.5	39	7.2	10.4	52	78	45.5	5.9	7.8	39	58.5	16.3
1983-1984	16.3	22.8	91	110.5	48.8	10.4	18.2	71.5	87.8	58.5	8.5	13	52	65	19.5
1985-1986	29.3	42.3	104	123.5	52.0	18.2	33.8	84.5	97.5	71.5	14.6	26	65	74.8	26.0
1987-1988	39	58.5	117	143	61.8	26	46.8	91	113.8	78	20.8	32.5	71.5	87.8	35.8
1989-1990	52	78	130	152.8	71.5	39	62.4	104	120.3	84.5	31.2	45.5	78	94.3	45.5
1991-1992	65	97.5	136.5	156	78	52	78	117	•	94.3	41.6	58.5	81.3	97.5	58.5
1993-1994	78	117	149.5	162.5	84.5	61.8	93.6	123.5	· ··· · ·		49.4	71.5	84.5	100.8	6 5 .0

	SED VALUES FO				
					1000 sur
Year of Vehicle	Drop-sided up to 10t	Drop-sided more than 10t	Tippers up to 10t	Tippers more than 10t	Semitrailers
	TMZ, GKB-817 ODAZ-885, CKB	PPS, KAZ, MAZ ODAZ-9370	2 PS. 2 UPS D-55, GKB-819 MAZ, SZAB	TAS-32, PPB	TAS-39 XLS-200 ChMZAP-9985
1961-1962					
1963-1964		3.3			
1965-1966	2.3	3.9	2.6	2.6	5.2
1967-1968	2.3	4.6	2.6	2.6	5
1969-1970	2.6	4.6	2.6	3.3	5.9
1971-1972	2.6	5.2	2.9	3.9	6.:
1973-1974	2.9	5.2	3.3	4.6	7.:
1975-1976	3.3	5.5	3.6	5.2	7.5
1977-1978	3.3	5.5	3.9	5.2	8.:
1979-1980	3.6	5.9	3.9	5.9	9.
1981-1982	3.6	5.9	4.6	5.9	10.
1983-1984	3.9	6.5	4.6	6.5	11.
1985-1986	5.2	8.5	5.2	6.5	12.
1987-1988	6.5	10.4	5.9	7.2	13.
1989-1990	7.8	11.7	6.5	7.8	15.
1991-1992	8.8	13.7	6.5	9.1	15.
1993-1994	13.0	16.3	9.8	10.4	16.

ANNEX #2

SUGGESTED VALUATION TECHNIQUE AND SHARE SALE SCHEDULE

I. Physical Assets	Value (Sum)	Value (US\$)	% of Category
Trucks	25.218,050	\$720,515.71	96.90%
Trailers	157,885	\$4,511.00	0.61%
Other vehicles	416,000	\$11,885.71	1.60%
Building	153,191	\$4,376.89	0.59%
Other structures	19,704	\$562.97	0.08%
Transmission equip.	28	\$0.80	0.00%
Machines and equip.	37,364	\$1,067.54	0.14%
Counting equip.	11,716	\$334.74	0.05%
Instruments/other	9,628	\$275.09	0.04%
Subtotal (physical assets):	26,023,566	\$743,530.46	100.00%
II. Other assets			
Revolving inventory	14,731	\$420.89	86.89%
Incomplete construction	2,223	\$63.51	13.11%
Subtotal	16,954	\$484.40	100.00%
SUBTOTAL (I+II)	26,040,520	\$744,014.86	
III. Financial Assets			
Accounts receivable	180,297	\$5,151.34	89.65%
Amount in bank account	2,350	\$67.14	1.17%
Petty cash	2	\$0.05	0.00%
Other financial assets	18,466	\$527.60	9.18%
Subtotal	201,115	\$5,746.13	100.00%
SUBTOTAL (I+II+III)	26,241,635	\$749,760.99	
IV. Financial Liabilities			
Accounts payable	66,433	\$1,898.09	30.57%
Fund for economic stimulation	50,651	\$1,447.17	23.31%
Bank credits	73,049	\$2,087.11	33.61%
Other liabilities	27,192	\$776.91	12.51%
	217,325	\$6,209.29	100.00%
SUBTOTAL (I+II+III-IV)	26,024,310	\$743,551.71	
V. Fund for social development			
and development of production	11,628	\$332.23	
SUBTOTAL (I+II+III-IV+V)	26,035,938	\$743,883.93	
VI. Social infrastructure	960	\$27.43	
SUBTOTAL (I+II+III-IV+V-VI)	26,034,978	\$743,856.51	
USTAVNY FUND:	26,034,978	\$743,856.51	
Number of shares:	9543		
Worker's collective:	4676		
GKI:	4867		
Target Nominal Share Value:	2,728	\$77.95	

SAMPLE SHARE SALE SCHEDULES (Assume start date of 3/95)

l. Target share value:	2728	Number of share Number of share			867 543					
Two-year program			Sale dates							
(semi-annual)	Mar-	95 Sep-95	Mar-96	Sep-96	Mar-97					
# shares sold	9	73 973	973	973	975					
% of enterprise	10.2	% 10.2%	10.2%	10.2%	10.2%					
individual share price	362	8 757.0	1414.0	2071.0	2728					
price for 1% packet	34,62	2 72,241	134,938	197,636	260,333					
Two-year program				Sale dates						
(tri-annual)	Mar-	95 Jul-95	Nov-95	Mar-96	1.4.00	NI 04				
# shares sold		95 695	695	695	Jul-96	Nov-96	Mar-97			
% of enterprise	7.3	_	7.3%	_	695	695	697			
individual share price	231		7.3% 757.0	7.3%	7.3%	7.3%	7.3%			
price for 1% packet	22,08		737.0	1151.2	1545.4	2071.0	2728			
· · · · · · · · · · · · · · · · · · ·	1 22,00	3 47,102	72,241	109,859	147,478	197,636	260,333			
Three-year program				Sale dates						
(semi-annual)	Mar-9		Mar-96	Sep-96	Mar-97	Sep-97	Mar-98			
# shares sold	69	95 695	695	695	695	695	697			
% of enterprise	7.3	% 7.3%	7.3%	7.3%	7.3%	7.3%	7.3%			
individual share price	231	.4 494.2	757.0	1151.2	1545.4	2071.0	2728			
price for 1% packet	22,08	3 47,162	72,241	109,859	147,478	197,636	260,333			
Three-year program				Sale dates						
(tri-annual)	Mar-9	95 Jul-95	Nov-95	Mar-96	Jul-96	Nov-96	Mar-97	Jul-97	N 07	14 00
# shares sold	48		487	487	487	487	.187		Nov-97	Mar-98
% of enterprise	5.19		5.1%	5.1%	5.1%	5.1%	5.1%	487	487	484
individual share price	178.		389.1	520.5	704.4	967.2		5.1%	5.1%	5.1%
price for 1% packet	17,06		37,130	49,669	17,225		1361	1756	2202	2728
•		,570	57,150	77,007	1.773	92,304	129,922	167,541	210,175	260,333

ANNEX #3 FIRST ALTERNATIVE VALUATION

I. Physical Assets	Value (Sum)	Value (USS)	% of Category
Trucks	20,174,440	\$576,412.57	96.16%
Trailers	157,885	\$4,511.00	0.75%
Other vehicles	416,000	\$11,885.71	1.98%
Building	153,191	\$4,376.89	0.73%
Other structures	19,704	\$562.97	0.09%
Transmission equip.	28	\$0.80	0.00%
Machines and equip.	37,364	\$1,067.54	0.18%
Counting equip.	11,716	\$334.74	0.06%
Instruments/other	9,628	\$275.09	0.05%
Subtotal (physical assets):	20,979,956	\$599,427.31	100.00%
II. Other assets			
Revolving inventory	14,731	\$420.89	86.89%
Incomplete construction	2,223	\$ 63.51	13.11%
Subtotal	16,954	\$484.40	100.00%
SUBTOTAL (!+II)	20,996,910	\$599,911.71	
III. Financial Assets			
Accounts receivable	180,297	\$5,151.34	89.65%
Amount in bank account	2,350	\$67.14	1.17%
Petty cash	2	\$0.05	0.00%
Other financial assets	18,466	\$527.60	9.18%
Subtotal	201,115	\$5,746.13	100.00%
SUBTOTAL (I+II+III)	21,198,025	\$605,657.85	
IV. Financial Liabilities			
Accounts payable	66,433	\$1,898.09	30.57%
Fund for economic stimulation	50,651	\$1,447.17	23.31%
Bank credits	73,049	\$2,087.11	33.61%
Other liabilities	27,192	\$776.91	12.51%
	217,325	\$6,209.29	100.00%
SUBTOTAL (I+II+III-IV)	20,980,700	\$599,448.56	
V. Fund for social development			
and development of production	11,628	\$332.23	
SUBTOTAL (I+II+III-IV+V)	20,992,328	\$599,780.79	
VI. Social infrastructure	960	\$27.43	
SUBTOTAL (I+II+III-IV+V-VI)	20,991,368	\$599,753.36	
USTAVNY FUND:	20,991,368	\$599,753.36	
Number of shares:	9543		
Worker's collective:	4676		
GKI:	4867		
Target Nominal Share Value:	2,200	\$62.85	

Valuation Minus 20% Schedules

SAMPLE SHARE SALE SCHEDULES (Assume start date of 3/95)

l. Target share value:	2200	Number of shares Number of shares			367 543		-			
Two-year program			Sale dates							
(semi-annual)	Маг-9	5 Sep-95	Mar-96	Sep-96	Mar-97					
# shares sold	97	3 973	973	973	975					
% of enterprise	10.29	6 10.2%	10.2%	10.2%	10.2%					
individual share price	310.		1150.0	1675.0	2200					
price for 1% packet	29,583	59,644	109,745	159,845	209,946					
Two-year program				Sale dates						
(tri-annual)	Mar-9	5 Jul-95	Nov-95	Mar-96	Jul-96	Nov-96	14 07			
# shares sold	69:		695	695	695	695	Mar-97 697			
% of enterprise	7.3%		7.3%	7.3%	7.3%	7.3%	7.3%	1 - 40 - 1 		
individual share price	205.0		625.0	940.0	1255.0	1675.0	7.3% 2200			
price for 1% packet	19,563	39,603	59,644	89,704	119,765	159,845	209,946			
Three-year program				Sale dates						
(semi-annual)	Mar-9	5 Se ₇ 95	Mar-96	Sep-96	Mar-97	Sep-97	Mar-98			
# shares sold	695		695	695	695	695	697		15	
% of enterprise	7.3%	7.3%	7.3%	7.3%	7.3%	7.3%	7.3%			
individual share price	205.0	415.0	625.0	940.0	1255.0	1675.0	2200			
price for 1% packet	19,563	39,603	59,644	89,704	119,765	159,845	209,946			
Three-year program				Sale dates						
(tri-annual)	Mar-95	Jul-95	Nov-95	Mar-96	Jul-96	Nov-96	Mar-97	JJ. 0**	N 07	M 60
# shares sold	487		487	487	487	487	487	Jul-97	Nov-97	Mar-98
% of enterprise	5.1%		5.1%	5.1%	5.1%	5.1%	487 5.1%	487	487	484
individual share price	163.0		331.0	436.0	583.0	793.0	1108	5.1% 1423	5.1%	5.1%
price for 1% packet	15,555	21,567	31,587	41,607	55,636	75,676	105,736	1423	1780 169,865	2200 209,946
				-	•	•	,	,,,,	107,003	207,770

ANNEX #4 SECOND ALTERNATIVE VALUATION

I. Physical Assets	Value (Sum)	Value (USS)	% of Category
Trucks	15,130,830	\$432,309.43	94.95%
Trailers	157,885	\$4,511.00	0.99%
Other vehicles	416,000	\$11,885.71	2.61%
Building	153,191	\$4,376.89	0.96%
Other structures	19,704	\$562.97	0.12%
Transmission equip.	28	\$0.80	0.00%
Machines and equip.	37,364	\$1,067.54	0.23%
Counting equip.	11,716	\$334.74	0.07%
Instruments/other	9,628	\$275.09	0.06%
Subtotal (physical assets):	15,936,346	\$455,324.17	100.00%
II. Other assets			
Revolving inventory	14,731	\$420.89	86.89%
Incomplete construction	2,223	\$63.51	13.11%
Subtotal	16,954	\$484.40	100.00%
SUBTOTAL (I+II)	15,953,300	\$455,808.57	
III. Financial Assets			
Accounts receivable	180,297	\$5,151.34	89.65%
Amount in bank account	2,350	\$67.14	1.17%
Petty eash	2	\$0.05	0.00%
Other financi, I assets	18,466	\$527.60	9.18%
Subtotal	201,115	\$5,746.13	100.00%
SUBTOTAL (I+II+III)	16,154,415	\$461,554.71	
IV. Financial Liabilities			
Accounts payable	66,433	\$1,898.09	30.57%
Fund for economic stimulation	50,651	\$1,447.17	23.31%
Bank credits	73,049	\$2,087.11	33.61%
Other liabilities	27,192	\$776.91	12.51%
	217,325	\$6,209.29	100.00%
SUBTOTAL (I+II+III-IV)	15,937,090	\$455,345.42	
V. Fund for social development			
and development of production	11,628	\$332.23	
SUBTOTAL (I+II+III-IV+V)	15,948,718	\$455,677.65	
VI. Social infrastructure	960	\$27.43	
SUBTOTAL (I+II+III-IV+V-VI)	15,947,758	\$455,650.22	
USTAVNY FUND:	15,947,758	\$455,650.22	
Number of shares:	9543		
Worker's collective:	4676		
GKI:	4867		
Target Nominal Share Value:	1,671	\$47.75	

Valuation Minus 40% Schedules

SAMPLE SHARE SALE SCHEDULES (Assume start date of 3/95)

I. Target share value:	1671	Number of shares			367 543					
Two-year program			Sale dates							
(semi-annual)	Mar-	95 Sep-95	Mar-96	Sep-96	Mar-97					
# shares sold	9	73 973	973	973	975					
% of enterprise	10.2	% 10.2%	10.2%	10.2%	10 2%					
individual share price	257	'.1 492.8	885.5	1278.3	:671					
price for 1% packet	24,53	5 47,023	84,503	121,983	159,-64					
Two-year program				Sale date:.						
(tri-annual)	Mar-	95 Jul-95	Nov-95	Mar-96	Jul-96	Nov-96	Mar-97			
# shares sold	6	95 695	695	695	695	695	697			
% of enterprise	7.3	% 7.3%	7.3%	7.3%	7.3%	7.3%	7.3%			
individual share price	178	3.6 335.7	492.8	728.4	964.1	1278.3	1671			
price for 1% packet	17,03	9 32,031	47,023	69,511	91,999	121,983	159,461			
Three-year program				Sale dates						
(semi-annual)	Mar-	95 Sep-95	Mar-96	Sep-96	Mar-97	Sep-97	Mar-98			
# shares sold	6	95 695	695	695	695	695	697			
% of enterprise	7.3	% 7.3%	7.3%	7.3%	7.3%	7.3%	7.3%			
individual share price	178	3.6 335.7	492.8	728.4	964.1	1278.3	1671			
price for 1% packet	17,03	9 32,031	47,023	69,511	91,999	121,983	159,464			
Three-year program				Sale dates						
(tri-annual)	Mar-	95 Jul-95	Nov-95	Mar-96	Jul-96	Nov-96	Mar-97	Jul-97	Nov-97	Mar-98
# shares sold	4	87 487	487	487	487	487	487	487	487	484
% of enterprise	5.1	% 5.1%	5.1%	5.1%	5.1%	5.1%	5.1%	5.1%	5.1%	5.1%
individual share price	147	7.1 194.3	272.8	351.4	461.3	618.4	854	1090	1357	1671
price for 1% packet	14,04	1 18,538	26,034	33,530	44,025	59,017	81,505	103,993	129,479	159,464