

Willamette Management Associates

# Insights

Issue 115

Spring 2018

*Business Valuation, Forensic Analysis, and Financial Opinion Insights*



**THOUGHT LEADERSHIP IN BREACH OF FIDUCIARY DUTY TORT CLAIMS:  
VALUATION AND DAMAGES ANALYSES**



Willamette Management Associates

\$10.00 U.S.



**Willamette Management Associates**  
*Thought Leadership*

# Insights

*Insights*, the thought leadership journal of applied microeconomics, is published on a quarterly basis, with periodic special interest issues. *Insights* is distributed to the friends and clients of Willamette Management Associates.

*Insights* is intended to provide a thought leadership forum for issues related to the Willamette Management Associates business valuation, forensic analysis, and financial opinion services.

*Insights* is not intended to provide legal, accounting, or taxation advice. Appropriate professional advisers should be consulted with regard to such matters. Due to the wide range of the topics presented herein, the *Insights* thought leadership discussions are intended to be general in nature. These discussions are not intended to address the specific facts and circumstances of any particular client situation.

The views and opinions presented in *Insights* are those of the individual authors. They are not necessarily the positions of Willamette Management Associates or its employees.

We welcome reader comments, suggestions, and questions. We welcome reader recommendations with regard to thought leadership topics for future *Insights* issues. In particular, we welcome unsolicited manuscripts from lawyers, accountants, bankers, and other thought leaders of the valuation and forensic services community. Please address your comments or suggestions to the editor.

Annual subscriptions to *Insights* are available at \$40. Single copies of current issues are \$10. Single copies of back issues are \$250. The cumulative collection of the 1991–2016 issues of *Insights* are \$2,500. Single reprints of current articles authored by Willamette Management Associates analysts are complimentary. Single reprints of noncurrent articles authored by Willamette Management Associates analysts are available at \$100.

## INSIGHTS EDITORS AND STAFF

Robert Schweihs  
Managing Editor  
rpschweihs@willamette.com

Charlene Blalock  
Editor  
cmlalock@willamette.com

Mary McCallister  
Production Editor  
mmccallister@willamette.com

Mark Abbey  
Business Manager  
mfabbey@willamette.com

Debi Quinlivan  
Accountant  
dlquinlivan@willamette.com

Michael Amoroso  
Financial Analyst  
mcamoroso@willamette.com

## EDITORIAL BOARD

**Business Valuation Services**—valuations of businesses, business interests, securities, and intangible assets

Income tax—planning and compliance  
Terry Whitehead  
tgwhitehead@willamette.com

Gift & estate tax compliance and planning

Curtis Kimball  
crkimball@willamette.com

Property tax valuation services

John Ramirez  
jcr Ramirez@willamette.com

Fair value and financial accounting valuation services

Lisa Tran  
lhtran@willamette.com

**Forensic Analysis Services**—lost profits and economic damages analysis, royalty rate studies, reasonableness of compensation studies, and forensic accounting

Shareholder litigation valuation services  
Tim Meinhart  
tjmeinhart@willamette.com

Intellectual property—license, royalty rate, and damages analysis

Nate Novak  
nfnovak@willamette.com

Economic damages analysis—lost profits, lost business/asset value, forensic accounting

Scott Miller  
sr Miller@willamette.com

Commercial litigation damages analysis—contract, tort, antitrust, infringement, and other forensic analyses

Justin Nielsen  
jmnielsen@willamette.com

Forensic accounting services

Weston Kirk  
wckirk@willamette.com

**Financial Opinion Services**—fairness opinions, solvency opinions, adequate consideration opinions, fair market valuations, and transaction structuring

ERISA and ESOP-related transactions

Frank "Chip" Brown  
cbrown@willamette.com

Fairness, solvency, and other transaction opinions

Kevin Zanni  
kmzanni@willamette.com

Bankruptcy and reorganization valuation services

Robert Reilly  
rfreilly@willamette.com

Capital market transactions—equity allocation and equity exchange ratio opinions

Bob Schweihs  
rpschweihs@willamette.com

**Special Industry Valuation and Financial Opinion Services**—

Tax-exempt entities and health care industry valuation services

Charles Wilhoite  
cawilhoite@willamette.com

# INSIGHTS ARCHIVES



- Winter 2018  
*Thought Leadership in the Asset-Based Approach to Business Valuation*



- Winter 2017  
*Thought Leadership in Estate and Gift Tax Valuation Services*



- Winter 2016  
*Focus on Gift Tax, Estate Tax, and Generation-Skipping Transfer Tax Valuation*



- Autumn 2017  
*Thought Leadership in Dispute Resolution and Forensic Analysis*



- Autumn 2016  
*Thought Leadership in the Valuation of Options, Warrants, Grants, and Rights*



- Autumn 2015  
*Focus on Dissenting Shareholder Appraisal Rights and Shareholder Oppression Litigation*



- Summer 2017  
*Thought Leadership in Property Taxation Planning, Compliance, and Controversy*



- Summer 2016  
*Thought Leadership in Property Tax Valuation Issues*



- Summer 2015  
*Focus on Reasonable Compensation in Eminent Domain and Expropriation Controversies*



- Spring 2017  
*Thought Leadership in Family Law Financial and Valuation Issues*



- Spring 2016  
*Focus on Intellectual Property*



- Spring 2015  
*Focus on Corporate Transaction Advisory Services*

Please send me the items checked above.

Name: \_\_\_\_\_

Company name: \_\_\_\_\_

Address: \_\_\_\_\_

City/State/Zip: \_\_\_\_\_

Telephone/E-mail: \_\_\_\_\_

Fax this form to Charlene Blalock at (503) 222-7392 or e-mail to [cmblalock@willamette.com](mailto:cmblalock@willamette.com). Please allow at least a week for delivery.

Willamette Management Associates  
111 S.W. Fifth Avenue, Suite 2150  
Portland, Oregon 97204-3624



PRESORTED STANDARD  
U.S. POSTAGE PAID  
PORTLAND OR  
PERMIT NO. 431

#### CHANGE SERVICE REQUESTED



PLEASE LET US KNOW . . .

if you wish to be deleted from our  
mailing list for this publication . . .

. . . OR . . .

if you have colleagues who you  
think should be added to our  
mailing list . . .

BY FAX (503) 222-7392  
OR BY E-MAIL  
sespiegel@willamette.com

## Willamette Management Associates

*thought leadership*

Willamette Management Associates provides **thought leadership** in business valuation, forensic analysis, and financial opinion services. Our professional services include: business and intangible asset valuation, intellectual property valuation and royalty rate analysis, intercompany transfer price analysis, forensic analysis and expert testimony, transaction fairness opinions and solvency opinions, reasonableness of compensation analysis, lost profits and economic damages analysis, economic event analysis, M&A financial adviser and due diligence services, and ESOP financial adviser and adequate consideration opinions.

We provide **thought leadership** in valuation, forensic analysis, and financial opinion services for purposes of merger/acquisition transaction pricing and structuring, taxation planning and compliance, transaction financing, forensic analysis and expert testimony, bankruptcy and reorganization, management information and strategic planning, corporate governance and regulatory compliance, and ESOP transactions and ERISA compliance.

Our industrial and commercial clients range from substantial family-owned companies to Fortune 500 multinational corporations. We also serve financial institutions and financial intermediaries, governmental and regulatory agencies, fiduciaries and financial advisers, accountants and auditors, and the legal profession.

Willamette Management Associates analysts apply their experience, creativity, and responsiveness to each client engagement. And, our analysts are committed to providing **thought leadership**—by delivering the highest level of client service in every engagement.

#### Chicago Office

8600 West Bryn Mawr Avenue  
Suite 950-N  
Chicago, IL 60631  
(773) 399-4300  
(773) 399-4310 (FAX)

#### Portland Office

111 S.W. Fifth Avenue  
Suite 2150  
Portland, OR 97204  
(503) 222-0577  
(503) 222-7392 (FAX)

#### Atlanta Office

1355 Peachtree Street, N.E.  
Suite 1470  
Atlanta, GA 30309  
(404) 475-2300  
(404) 475-2310 (FAX)