EXHIBIT 2
Allocation of Lump-Sum Asset Sale Price: Seller's Perspective

	Capital Asset*	Section 1231 Asset†	Ordinary Income/Loss§	Self-employment Income**
Real Property				
Land	X			
Land improvements		X		
Building		X		
Personal Property, Tangible				
Inventory			X	
Depreciable personalty		X		
Personal Property, Intangible				
Accounts receivable			X	
Goodwill		X		
Other Intangibles				
Consulting agreement			X	X
Covenant not to compete			X	
Franchise trademark, trade name		X		

Notes:
* Individuals: Gains are taxed at the 15% rate (0% if taxpayer is in the 5% or 10% bracket) provided the asset is held at least a year; net losses can be used to offset ordinary income up to $3,000, and any excess is carried over. Corporations: Gains are taxed as ordinary income with no current-year offset for net capital losses (a three-year carryback and five-year carryforward are applicable).
† Individuals: For depreciable realty, the capital gain rates will apply to any gain in excess of: (a) that attributable to accumulated depreciation to which the IRC section 1250 uncaptured gain rate of 25% applies (though taxpayers eligible for the 0% capital gain rate are not subject to this provision); (b) any IRC section 1250 depreciation recapture applies because accelerated depreciation is used (e.g., land improvements, with its 150% declining-balance methodology). For tangible and intangible personalty, IRC section 1245 recapture will apply to the extent of accumulated depreciation/amortization; the capital gain rate is available for any excess. IRC section 1231 losses are treated as ordinary income, and to the extent any have been taken in the last five years these will change the character of any section 1231 gain from capital to ordinary income.
§ Includes any capital gain or IRC section 1231 asset held for less than a year, or dealer property.
** An additional 15.30% or 2.9% tax is owed, depending on a taxpayer's other self-employment income.