

What does an Intermediary or Business Broker do?

The following are services that **Brucker & Associates, Inc.** provides to business owner clients:

- **Help the owner evaluate the decision to sell.** Being in the mergers and acquisitions marketplace every day, we know what buyers are looking for, how they evaluate companies, and what increases company appeal. We can apply this knowledge base to your company and advise you of whether the timing is right, whether you should concentrate on taking certain steps to better prepare your business before entering the marketplace, and assess whether a sale may meet or exceed your expectations and goals. Five years prior to your exit is the best time to start looking at these issues so that you can make adjustments that will maximize value when you are ready.
- **Provide the Owner with an independent, third-party, business valuation.** As you can understand, in order to get the best price for your business it is critical to take your everyday tax basis financial information and make documented, explainable adjustments to identify the maximum true earning capacity of your business. This should be done **before** a qualified business valuation specialist takes the numbers and does a business appraisal. We will sit down with you and identify the information necessary to do this financial recasting and then add qualitative information to the input document that the business appraiser will use. **Brucker & Associates, Inc.** works with several independent third-party appraisers to provide you with an appraisal that will help convince buyers, their advisors, and financiers of the true fair market value of your company. Going to market without a business valuation is a common mistake that business owners make that shifts control and leverage to the buyer.
- **Produce professional documentation to market the business.** The presentation of the information to buyers has a huge impact on how seriously they will consider the business and what price they will eventually agree to offer. We constantly receive praise from buyers on the quality of our presentations. From the initial Confidential Memorandum through successive releases of more in depth information, it is important to provide concise, pertinent information and control the release to get commitment from the buyer while leading them to make the right conclusion.
- **Develop and execute a marketing plan to reach buyers.** We have research tools to identify and portals to market a business nationwide to individuals, corporate acquirers, and private equity groups that are seeking quality business acquisition opportunities. Working closely with the business owner to protect confidentiality, we will screen, pre-qualify, and narrow down a buyer pool to several capable prospects to compete for the business.

■ **Manage buyers and communication during the business review process.**

We will handle all buyer communication during this phase with the goal of only releasing information as they demonstrate increasing interest. This includes constantly updating current financial information, order and backlog information and other significant developments to answer their questions and communicate up to the minute potential of the business.

■ **Facilitate negotiations leading to an offer to purchase.** Acting as an intermediary, we will facilitate the negotiation in a way that downplays emotion and allows you to make informed decisions as opposed to spontaneous responses that may have unintended consequences later. We will also introduce allocation of purchase price and risk allocation concepts in a general context to prepare both sides before paid-by-the-hour professionals are engaged and hard dollars are spent that will be lost if a deal fails. Finally, we will seek to obtain a clearly worded offer or letter of intent that outlines all the key issues while leaving the specific accounting and legal details open for your accountant and attorney to address.

■ **Final negotiation and due diligence.** Often times accounting and legal issues can become deal-breakers. As the intermediary that has managed the relationship up to the final negotiation and presumably earned the trust of both sides, we can be invaluable at this stage in proposing solutions and resolving disputes. Also, we will assist you in evaluating and fulfilling the due diligence requests for information from the buyer.

■ **Closing and post transaction issues.** There has been more than one deal that fell apart at the closing table. Again, as the one player who has been there for every detail from start to finish, we will be there as a calming, reassuring force to resolve any final issues and get the signatures on the final document and the money in your hands. We are also available for post-closing consultation to keep things on track and see that follow-up details are handled.