Managing the Sale of Your Business

Compiled by industry experts in business sales, this guide provides a comprehensive overview of all steps involved in selling a business, from grooming through to settlement and handover.

LINK

The authority on selling businesses

Achieving the Best Value

When it comes to selling a business, research shows that many owners have a limited understanding of the process and often make fundamental mistakes that can seriously undermine the final sale price.

This guide has been designed to help you avoid the common pitfalls.

It offers tips and insights on how to manage the process, in a planned orderly manner to ensure that sensitive information is protected, uncertainty is avoided and the best price is achieved.

Managing the Sale of Your Business

For many business owners, selling up represents the culmination of years of personal effort and commitment, rewarded by the freedom that financial gains can yield.

For others, it's a time when opportunities have been maximised in one area and new challenges beckon.

Whatever your intentions, this book is designed to help you along the way.

Selling a business has become a complex transaction that is subject to many legal and financial conditions, a number of which have come into force in recent years.

The commercial environment is also more competitive than ever before and sensitive commercial information or intellectual property must be carefully protected.

Many businesses change hands every month in a planned, orderly way with owners realising excellent value.

Others are sold in a less rigorous do-it-yourself fashion. This often leads to poor results which are compounded by frustrating delays and ongoing uncertainty.

This book will demonstrate the value of using a disciplined approach to selling your business.

Maintaining Confidentiality

Many issues can affect the sale price of your business and a number of them are commonly overlooked.

For instance, confidentiality is critical to maintaining ongoing positive relationships with customers, suppliers and staff.

Should staff discover your intentions to sell prematurely, they may react in unexpected ways and jeopardise the performance of your business at the very time when it matters most.

Similarly, customers and suppliers may become unsettled and start questioning their long-standing relationships with your company.

Keeping Focus

It is also important that you are not distracted during the sale process from the day-to-day running of your business. If it suffers a downturn during this period, the final sale price could be seriously reduced.

These are just some of the reasons why an increasing number of business owners are choosing to market and sell their businesses with the assistance of LINK business brokers.

Working with Your Advisors

By co-ordinating financial and legal information from your advisors, LINK leaves you free to concentrate on running the business and maximising its performance and potential value.

Many accountants, lawyers and business bankers prefer to deal directly with LINK brokers on a business owner's behalf. This helps ensure communication channels are clear and direct and that the information required by purchasers is integrated into one succinct document.

It is common for accountants and solicitors on both sides to discuss various issues throughout the sales process. Having a LINK broker assist in the management of this dialogue often increases the efficiency of the transaction.

LINK - The Authority on Selling Businesses

LINK has one of the most comprehensive and sophisticated databases of business sales in the country. We have been tracking and analysing trends for many years.

We are also one of the only companies to conduct regular independent research to determine the motivations of potential buyers and identify the key issues that are important to them.

Using this exclusive information resource, LINK can provide significant insights into many crucial factors that can affect the marketing and sale of your business.

Interpreting the Reality of Today's Market

There is a wealth of data available on the make-up of businesses and their relative performance, based on different criteria including profit, potential, vulnerability to competition, barriers to entry and other factors.

One of the distinguishing features of a good business broker is their experience and ability to interpret this information and provide sound guidance on preparing your business for sale.

Over 30% of businesses mandated for sale with LINK are sold to pre-qualified buyers registered on the LINK purchaser database. Overall, most are sold within four months, with large and more complex operations typically taking longer.

LINK maintains one of the largest databases (in the country) of individuals and organisations looking to buy businesses.

Expertise in Your Industry

LINK brokers include specialists in a wide variety of industries. Many have owned and managed businesses themselves and others have extensive financial, management, legal and accounting expertise.

By combining these specialist resources, LINK can provide the most balanced appraisal of your business, together with a thorough analysis of the most likely purchasers.

When dealing with LINK, you have the assurance that you will be working with professionals who have a thorough knowledge of the industry you operate in and can provide sound, reliable advice based on facts, not guesswork.

Confidentiality and Integrity

Most businesses have commercially sensitive information which must be guarded from competitors, staff, customers and suppliers.

By acting as intermediaries, LINK ensures that every enquiry about your business is carefully vetted.

Furthermore, no information that could identify your business is released to potential purchasers without your approval and until a Confidentiality Agreement has been signed.

Involvement at All Stages

Statistics show that a significant number of all business sales fail during the due diligence process.

This is not the case with LINK. Our brokers work with you right throughout the process, managing issues as they arise and facilitating negotiations to smooth the way to a successful sale.

LINK's brokers will ensure that you are fully conversant with all facets of the business sales process, and will act as a facilitator between you and potential buyers (and often, their legal and accounting advisors).

Keeping You Informed

LINK brokers have access to sophisticated research and analysis software that enables us to provide valuable insights into the progress of your business sales programme.

LINK provides detailed feedback covering marketing activity, level of enquiry, prospect profiles and comment, website tracking and a host of other factors.

It also allows for the marketing campaign to be refined or adjusted to maximise effectiveness, and keeps you completely informed of the campaign's progress.

LINK is the only Australasian business sales brokerage that provides service to this level, with regular detailed reports, supplemented by meetings and telephone updates.

LINK Manage Business Sales in a Planned and Orderly Manner

Grooming

Preparing in advance for the sale of your business by maximising its efficiency, earning potential, structure and presentation.

Minimising costs and increasing profit by as little as $5,000 per annum could add another $25,000 to the sale price.

Eliminate your "perks" and bring your accounting into line with industry norms.

1

Valuation

There are several established methods of valuing or appraising a business. In most cases, LINK uses a combination of these to determine the most realistic price band. The methodology must be accurate, appropriate for your type of business and be able to withstand scrutiny by financial professionals.

There are established formulas for most business categories, but they can only be used as a guide. Every business is unique, which is why it is so important to deal with people who have proven experience in establishing true market value.

2

Information Memorandum

A comprehensive document prepared by LINK providing a detailed overview of your business. The document must be crafted to ensure it is accurate and honestly represents the business and its benefits.

There are numerous legal requirements and regulations which must be adhered to when preparing an Information Memorandum.

For example, business owners must disclose any information that may be detrimental to the ongoing profitability of the business.

3

Identifying Buyers

Many businesses listed with LINK sell before they are advertised.

LINK maintains a large database of qualified purchasers seeking businesses in all sectors.

As independent professionals, LINK brokers are able to discretely approach parties we believe might be interested, without divulging information that might identify your business.

4

Marketing Programme

LINK is one of the largest business sales marketers and advertisers in Australasia.

Our marketing programmes are closely monitored and through experience, we know which approaches are most effective.

Advertisements, brochures, web presence and other communications are carefully constructed to attract buyers without identifying your specific business.

5

Qualifying Genuine Buyers

6

Acting as an independent third party, LINK brokers are able to maintain confidentiality until buyers have been qualified. Qualifying a buyer to ensure their intentions are genuine is often a surprisingly time-consuming and difficult process.

Statistics show that for every ten enquiries about a business for sale generated by a marketing campaign, only one is a genuine potential buyer.

The other nine generally have mixed intentions.

Sale and Purchase Agreement

7

After a purchaser has reviewed the Information Memorandum and expressed interest, they will have additional questions and will usually require further information or documents.

The LINK broker co-ordinates the supplementary information required, by liaising with the business owner or their financial/legal teams, and a conditional Sale and Purchase Agreement is negotiated. Commercially sensitive details are not supplied at this stage.

Due Diligence

8

The signing of the Sale and Purchase Agreement does not necessarily mean the business is sold; most buyers will now want to proceed to verify the information supplied during a due diligence period.

They will also request and review information not previously supplied due to commercial sensitivity.

The due diligence process generally takes five to 15 working days, although for more complex businesses, it can be up to three months or more.

Settlement and Handover

9

Once all the conditions in the agreement have been satisfied, it will be declared unconditional.

Solicitors will finalise all legal documents, a final stocktake will be carried out and the sale will be settled.

The seller usually assists in the business for an agreed period after the sale, to facilitate a smooth transition. Your LINK broker will assist by providing a post sale checklist.

Most businesses mandated for sale with LINK, sell within three to six months. Although, large and complex enterprises may take longer.

Once an offer is received, it generally takes around six to eight weeks to complete the sale process.

1. Grooming

1. Preparing Your Business For Sale

In an ideal world, business owners should plan for the sale of their business from day one and work through a process of "grooming" it to achieve optimum value.

Refine the operation so it produces maximum profits and structure the business in a way that ownership can be transferred with minimum impact on operations and profitability. Business owners can adjust costs, increase sales and margins as well as restructure and review other variables in preparation for sale.

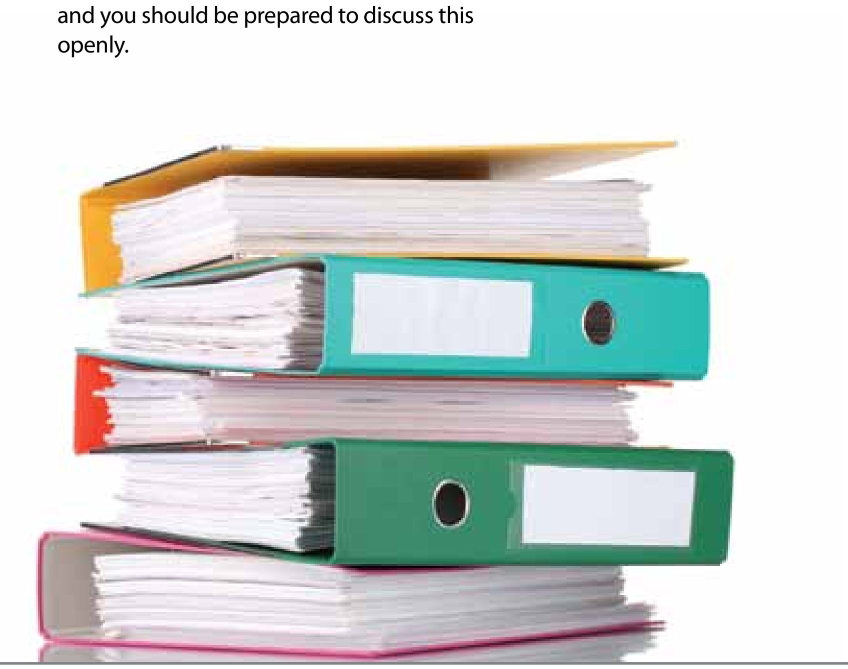
Timing is important! Plan the sale for when the company is running at peak efficiency with a solid record of profits that are trending upwards.

Get the Records Straight

Some business owners are very diligent at keeping detailed, up-to-date accounts and records relating to contracts, customers, staff, leases, asset ownership etc. Smaller businesses that are run in a more entrepreneurial style may not be quite so organised.

The first step in preparing your business for sale is to get the books up to date so there is a clear picture of your operation, with supporting facts and projections.

In addition to your actual accounts, ask your accountant to prepare a set of "normalised" accounts to show maximum operating profits. This means adding back any expenses or purchases (sometimes personal) not directly related to the operation of your business. An explanation of any such corrections is often required and you should be prepared to discuss this openly.



Eliminate the Perks

You will need to review how unreported cash sales (if any) and any personal items that are paid for by the company, such as travel or entertainment are managed.

Unravelling personal expenditure from that of the business can make a big difference to the selling price. For example, a $20,000 trip paid for by the company is essentially $20,000 off the bottom line and could reduce the sale price by four or five times that amount.

Review leased and financed assets to see whether they are better converted into fully owned assets.

"You only have one chance to make a positive first impression."

Review Accounting Policies

Accounting policies vary widely. In some cases, business owners discover that their accounting policies are not the same as those currently adopted by others in their industry.

Some accounting policies are tax driven, resulting in conservative profit recognition. Whereas others are earnings driven, seeking to maximise profit.

Changing your accountancy policies to conform to those of your industry may increase the market value of your business.

Are You Critical to the Business?

A business is more attractive if its success is not solely dependent on the input of the owner in terms of operational know-how, technical skill or personal relationships with clients or suppliers.

It is helpful to have a reliable management team to demonstrate that the business will continue to be successful once the owner has left.

Most buyers expect the seller to continue working in the business for a period of two to four weeks following the sale. Others prefer a longer period, which can be negotiated and included in the Sale and Purchase Agreement.

This sometimes occurs when an owner is a critical part of the business. In some cases, a business owner may wish to stay involved in the business indefinitely.

Should You Invest in Your Business Prior to Sale?

When looking at a business, buyers will consider the level of debt and the quality of assets, particularly in manufacturing operations. Generally the sensible advice is to continue investing in the business as if you were going to keep running it yourself.

LINK brokers can provide advice in these and other aspects as part of a structured programme covering both grooming and marketing of the business.

Will You Offer Finance?

It is not uncommon for a business owner to be asked to leave finance in the business. This can be a good way of helping achieve maximum value for the seller. It gives the purchaser additional confidence in the business, knowing that you will continue to have an interest in maintaining its success.

Things You'll Need

LINK assists you with the preparation of the following information, in association with your advisors, to ensure the information is presented in the appropriate manner.

- ☐ Profit and loss accounts for two to four years
- ☐ A schedule of abnormal and/or non-recurring costs in the accounts
- ☐ A schedule of all items of personal expenditure and drawings
- ☐ Brochures or marketing information of your product(s) or service(s)
- ☐ Historical background on the business
- ☐ Schedule of plant, equipment and any equipment leases
- ☐ Copy of franchise agreement (if applicable)
- ☐ GST Returns for current trading year to date
- ☐ Stock value estimate within 10-15%
- ☐ Lease details including rent, term, renewals, outgoings, etc.
- ☐ Staff levels, including part-timers and contractors
- ☐ Staff employment contracts including EPP clauses
- ☐ Details on any trademarks, patents, licenses, agencies or intellectual property (IP)
- ☐ Details of any major strengths and/or commercial advantages
- ☐ Competitor analysis
- ☐ SWOT analysis
- ☐ Business organisational chart
- ☐ Business plan

The financial information must be current and accurate. If you're selling half way through the year, ask your accountant to prepare half-year accounts.

2. Valuation

2. Establishing the Value of Your Business

"Any desktop valuation involves a substantial amount of subjective judgment. The real test of the value of a business enterprise, like any asset, is what a buyer is prepared to pay."

Some owners have a figure in mind of what their business is worth; often it's inflated because of their emotional attachment. On the other hand, many owners undervalue their business because they do not understand the technicalities of the various valuation methodologies and which of these is most appropriate for their specific business type.

Experience has shown that there is also a large percentage of business owners who do not know what their business is worth, nor how to go about establishing its true market value.

LINK uses many of the established valuation methodologies, often using a range of different options in combination to establish the most accurate figure. This figure is then further scrutinised by comparing the theoretical value with current and historical sales information from the LINK database. This ensures that the valuation appraisal accurately represents what a purchaser will pay in the current market.

Each opinion of business value is reviewed by the LINK Appraisal Review Board to ensure there is consistency and that there are no discrepancies.

Profitability and Risk

Most businesses are valued based on a combination of assets and the cash surpluses generated.

The risk factor of the specific business is also taken into account. This is the degree of threat from existing or potential competitors, changes in technology or consumer trends and many other factors that may affect earnings or costs.

"Barriers to Entry" is another issue that is taken into account and involves evaluating the degree of difficulty or barriers a competitor may face should they decide to establish a similar business.

For example, businesses which require minimal capital investment or technical knowledge are said to have a very low barrier to entry and consequently, may have a lower value.

Most businesses are valued on a "Going Concern" basis rather than the value of company shares.

Purchasers are reluctant to buy company shares for a variety of reasons including the unknown possible future tax, credit or legal liabilities, or the danger of inheriting contingent liabilities based on historical trading.

Price of the Business is usually made up of Three Components

1 **Intangible assets.** The future earning potential of the business reflective of historical earnings potentially including intellectual property (IP), right to products or services, benefits of a lease, contracts, techniques and procedures as well as goodwill.

2 **Tangible assets.** The fixtures, fittings, plant and equipment used by the business to generate its income. This component is normally calculated according to its depreciated book value.

3 **Stock.** Stock purchased by the business for resale or manufacturing purposes. It is valued at the historical cost price. An allowance may be made for old or obsolete stock.

Valuation Methodologies

Generally, two or more of the following methods are used to appraise the value of a business:

1) Industry Ratios

2) Asset Based

3) Earnings Based

4) Market Based

The appraised value is then subjected to the "sanity test".

Some businesses are in a growth industry where their track record is well established and their projections solid. Other businesses may be in what is known as a sunset industry where projections are less optimistic.

Many factors affect the true market value of a business, including business sector, economic conditions, business cycles, interest rates, labour availability and a whole host of other influences.

Similarly, the value of trademarks, brands, intellectual property and goodwill is not always easy to quantify.

Balancing all these factors with the book valuation of businesses establishes the true market value.

1. Industry Ratios

The value of the business is based on its sales record compared with industry averages. This method is often used for small businesses and franchises where there is an established track record within a specific industry. It may also use a formula of multiples of weekly sales or an average derived from sales of similar businesses.

Example of Industry Ratios

A pleasant restaurant with excellent foot traffic in a popular suburb is for sale. Savvy buyers will know that a restaurant like this will probably sell for approximately 15-20 times its weekly revenue. Factors such as location, foot traffic, parking and so on will determine the appropriate multiplier.

2. Asset Based

In businesses where there is history of low earnings or perhaps even losses, the Asset Based approach is generally used. Using this method, the value of the collective assets (both tangible and intangible) will determine the value of the business.

In many cases there will be an element of goodwill payable, even where a business is not trading profitably. Although the assets alone may be purchased on the open market, there is often value in purchasing assets as a "Going Concern", which may include customer lists, relationships with suppliers, an assembled workforce, brand awareness and reputation, among others. Calculating intangible assets, including goodwill requires some subjective judgement coupled with experience and the use of market comparisons.

Example of Asset Based Method

A dry-cleaning business has been breaking even and the owners would like to sell and move on. The business has tangible assets with a total book value of $135,000, $5,000 of stock (all saleable), no bad debts and will pay all creditors.

The fair market value of the tangible assets has been assessed as $110,000 and intangible assets and goodwill at $15,000. Therefore the fair market value of this business is calculated as follows:

$110,000 (tangible assets) + $15,000 (intangible assets and goodwill) + $5,000 (stock) = $130,000.

"There is no topic about which greater differences of informed opinion may exist, than the value of shares or the value of a Going Concern in a private company"

3. Earnings Based

Generally the Earnings Based approach is used for larger businesses and places emphasis on earnings rather than assets.

There are various methods used when employing the Earnings Based approach to appraisals. Return on Investment (ROI) or capitalisation of earnings is common, as is the application of earnings multiples.

Earnings Based value is determined by considering:

1 The level of return that could be expected by investing in the business in question, taking particular account of the perceived level of risk and realistic costs of management.

2 The "industry average" multiplier on true earnings. This multiplier is market driven and varies according to perceived industry risk factors, perceived earnings sustainability and historical comparisons. The multiplier used most often in this approach is EBIT (Earnings Before Interest and Tax) but others are frequently used and it is critical that you are "comparing apples with apples" when discussing multipliers.

3 The fair market value of the unencumbered tangible assets of the business such as plant, fixtures, fittings, equipment and stock, along with intangible assets which may include intellectual property.

4. Market Based

There will be certain instances where no amount of sound theory or application of complicated methodologies alone will suffice. It is not uncommon that a willing buyer and a willing seller will agree on a value that defies all traditional appraisal methodologies.

In other cases the use of traditional appraisal approaches produce unrealistic values that have no bearing on market realities.

It is important in any appraisal to overlay relevant market data and multiples achieved in similar businesses "in the real world". Unfortunately the level of information available in Australasia is not as sophisticated as that available in other parts of the world. LINK brokers have a substantial amount of comparable evidence across a wide range of industries, reflecting actual prices and multiples achieved.

Example of ROI

Tom's manufacturing company produced an adjusted net profit of $160,000 (EBPITD). The net assets (valuation of plant and stock) for the business were $240,000 and a fair salary for Tom (owner) is $70,000. If someone was looking to invest in this business they could expect a 25% ROI, as this business offers a low to medium-risk investment opportunity.

The following is a simplified calculation of the ROI value of Tom's business

Business profits (EBPITD)	$160,000
Minus owner's salary	$70,000
Profit	$90,000

Return on Investment

Profit of	$90,000
Divided by desired return	25%
Valuation appraisal	$360,000

How will Taxes Affect Your Pay Out?

There are tax issues you may need to consider when selling your business. For instance, if you sell the plant and equipment (or company car) for more than the depreciated book value, you may have to pay back some of the tax you claimed when the items were depreciated (depreciation claw-back).

Other tax liabilities may be incurred on the profit of land and buildings if they are included in the sale.

It is vital that you fully understand your tax position when selling your business, and professional advice should be sought.

Snapshot of Business Sales

Restaurant

Sold	$183,000
Annual sales	$520,000 (plus GST)
Discretionary surplus	$100,000 (EBPITD)

Import Distribution

Sold	$200,000
Annual sale	$650,000 (plus GST)
Discretionary surplus	$105,000 (EBPITD)

Commercial Printing

Sold	$310,000
Annual sales	$1,000,000 (plus GST)
Discretionary surplus	$250,000 (EBPITD)

Childcare Centre

Sold	$400,000
Annual sales	$409,000 (plus GST)
Discretionary surplus	$150,000 (EBPITD)

Video Hire Store

Sold	$565,000
Annual sales	$510,000 (plus GST)
Discretionary surplus	$195,000 (EBPITD)

Specialist Retail

Sold	$650,000
Annual sales	$1,800,000 (plus GST)
Discretionary surplus	$305,000 (EBPITD)

Fast Food Franchise

Sold	$680,000
Annual sales	$1,190,000 (plus GST)
Discretionary surplus	$195,000 (EBPITD)

Manufacturing

Sold	$1,390,000
Annual sales	$2,380,000 (plus GST)
Discretionary surplus	$695,000 (EBPITD)

Civil Engineering

Sold	$4,500,000
Annual sales	$10,200,000 (plus GST)
Discretionary surplus	$1,550,000 (EBPITD)

3. The Information Memorandum

"A professionally prepared Information Memorandum will be a strong marketing tool in the sale of your business and will reduce the involvement of the owner in the initial meetings with potential purchasers."

It is difficult to effectively sell a business without some form of Information Memorandum or business profile. This is the document that sets out all the relevant information about your business so that a prospective purchaser may appraise the opportunity.

The document must be prepared with great care to ensure it is comprehensive, accurate and honestly represents the business. Consumer protection legislation and regulations require that a business owner must disclose any information that may be detrimental to the business, or relevant in the purchaser's decision to proceed.

Your LINK broker will co-ordinate the gathering of information and prepare this document in consultation with your other professional advisors.

Topics covered in an Information Memorandum may included:

- Executive summary
- Background information
- Management organisation and control
- Staff infrastructure
- Historical financial information and comments
- Financial performance and outlook
- Opportunities and potential
- S.W.O.T. analysis and business plan
- Detailed breakdown of tangible and intangible assets
- Valuation appraisal
- Product/Service positioning
- Premises, facilities and lease details
- Marketing materials
- Reasons for sale
- Other information and appendices

4. Identifying Potential Buyers

After preparing the Information Memorandum, your LINK broker will identify and compile a list of potential buyers from the LINK database, from within your industry and from other sources.

In discussion with you, a decision may be made to discreetly approach some of these potential buyers and seek Expressions of Interest. This is carried out in strictest confidence.

Over 30% of businesses listed with LINK are sold to buyers who are registered on the LINK purchaser database, often accelerating the sales process.

LINK maintains stringent protocols to control who receives detailed information about your business. All purchasers must sign a Confidentiality Agreement prior to any information being disclosed.

A marketing campaign will be prepared, together with a monitoring programme to measure advertising effectiveness and response. LINK will keep you informed of progress on a regular basis.

What Do Buyers Look For?

- **History of positive earnings and cashflow**
- **Stable staff and infrastructure**
- **Strong brands in growing markets**
- **Long-standing customer and supplier relationships**
- **Genuine reason for sale**
- **Clean, transparent, simple**
- **Acceptable ROI**
- **Potential for increased productivity, sales growth and profitability**
- **Possible vendor finance**
- **No surprises**
- **Depending on the size of the enterprise, a good infrastructure that demonstrates the business can operate successfully without the current owner**

"Over 30% of businesses listed with LINK are sold to pre-qualified purchasers registered on the LINK purchaser database."

5. Marketing Your Business

"Experience has shown that the most serious buyers often show interest in the early phases of a marketing campaign and they want all the answers readily available right from the start."

As a leading business sales advertiser and marketer, LINK recognises that marketing is a critical element in achieving a successful sale and that the development and execution of the marketing campaign must be carefully thought through.

In most cases, it is to your advantage to advertise to create as much interest as possible in the early stages of selling the business. This approach creates competition between the interested parties, which can result in a better sale price – through a contested process.

It is also the only way to ensure you have reached the maximum number of potential buyers.

LINK marketing programmes are carefully monitored and through experience we know which approaches are most effective. Advertisements are carefully structured to attract buyers without identifying your business unless it is advantageous to do so. Businesses are only indentified where publishing the company name does not compromise the business or the sale in any way.

Different Types of Buyers

Identifying the motivations of different types of buyers is an important part of the LINK marketing programme. Generally, buyers fall into one of the following categories:

Strategic – Larger companies or corporate entities wishing to make an acquisition for strategic reasons.

Family – Sometimes a business is transferred or sold to another family member.

Job Buyers – People looking for a smaller company which they intend to run as owner managers.

Private Equity Funds – Investment groups wishing to maximise returns in industries that demonstrate strong growth prospects.

Existing Management – Sometimes management act in conjunction with private equity investors to acquire a company they know intimately (MBO).

Trade Buyers – Competitors within the same industry who believe they can achieve cost reductions and improved operating efficiencies by acquiring a larger customer base.

Private Investors – People who are considering investing in a private enterprise with a less than fulltime involvement.

We have the **most powerful marketing** capacity of any Business Brokerage

6. Qualifying Buyers

Acting as an independent third party, LINK brokers are able to maintain confidentiality until the buyer has been identified and qualified as a genuine purchaser.

This is extremely important when selling larger businesses where sales figures and other data are commercially sensitive.

LINK goes through a rigorous process of researching a potential buyer's background, financial resources and career history to ensure their intentions are bona fide.

This qualifying process is designed to confirm that the buyer is in a position to complete the purchase, and is motivated to do so.

Business owners who attempt to sell their businesses themselves often report that the process of meeting and vetting potential buyers is the most difficult and time consuming of all. Distinguishing legitimate buyers from among the raft of respondents, that may include time wasters or even inquisitive competitors, requires a great deal of judgment and background research.

LINK brokers handle this delicate and often difficult process with integrity and discretion, ensuring that any sensitive information that could identify the business is withheld until the purchaser has signed a legally-binding Confidentiality Agreement.

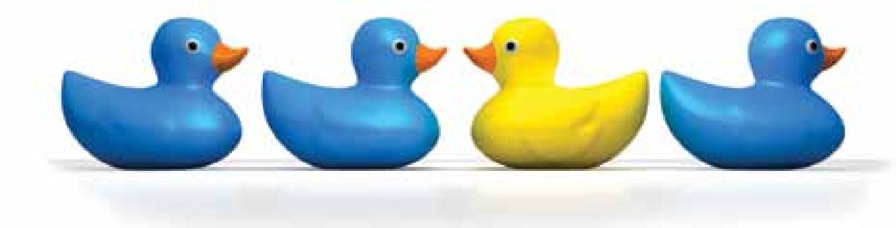
Don't Qualify Buyers Yourself

The owner of a very successful, specialised manufacturing company decided to sell his business himself. He estimated that the business was worth around $1.2 million.

Having advertised the business for sale he entered discussions with various parties. To his horror he later discovered that among the potential purchasers was someone on a fact finding mission for one of his main competitors.

The competitor, armed with the information provided (including commercially sensitive details that should never have been offered) then targeted the manufacturing company's staff, suppliers and customers, severely compromising the business and the sale.

The owner was forced to withdraw his business from the market immediately and spent several months repairing the damage caused by the disclosure.



7. The Sale Process

A potential purchaser will look closely at the Information Memorandum and will consult with their financial and legal advisors to evaluate whether the business suits their purpose.

If so, they will seek further, more detailed information. The level of information provided is determined by the business owner with advice from a LINK broker.

Selected information is supplied ensuring that any commercially sensitive material is withheld until an offer is made and progressed under the terms of the due diligence process.

The purchaser will eventually want to view the business and meet with the owner. This will be arranged at a suitable time so as not to interfere with the operation of the business.

Provided the buyer has been supplied with all the basic information they require, your LINK broker will work with the buyer and their professional advisors in preparing a Sale and Purchase Agreement detailing the price, terms and conditions of the offer.

The agreement will nearly always include a due diligence clause, giving the purchaser a specified period of time to investigate and confirm that the information supplied to them is accurate. They will also wish to review any other information that may have been previously withheld due to commercial sensitivity.

Your LINK broker will liaise between you and the purchaser to facilitate agreement between both parties.

Normally, a deposit of 10% will be paid by the purchaser on signing of the agreement; this is lodged in a LINK Trust Account until the agreement becomes unconditional.

"Securing a purchaser's trust and confidence is critical to achieving a successful sale.

Difficult questions will be asked and you must be prepared with honest, plausible answers."

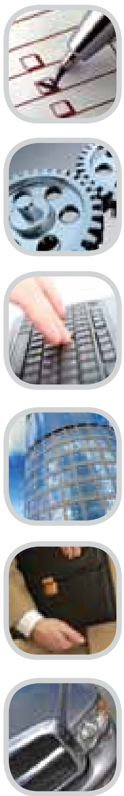
8. Due Diligence

The signing of the Sale and Purchase Agreement does not mean the business is sold. The buyer will want to verify the information supplied and review any additional information not previously made available due to commercial sensitivity.

The length of the due diligence process a buyer requests will often depend on the complexity of the business.

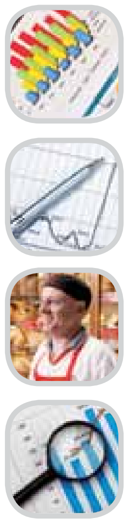
A buyer can terminate an agreement for a number of reasons during the due diligence process, but this is less likely to occur if the Information Memorandum is explicit and accurate.

Items a Purchaser may want to Cover



Due Diligence

- Products and supply lists
- Customer lists
- Supplier lists
- Plant and equipment lists
- Plant or equipment leases
- Computer programmes
- Building Leases
- Supply agreements
- Distribution agreements
- Franchise or agency agreements
- Copyright or license agreements
- Local authority consents/zoning approvals
- Any pending legal actions
- Employment agreements
- Staff schedules/roster
- Insurance policies and claims history



Financial

- Profit and loss accounts two - three years
- Monthly sales figures
- Year to date sales figures
- GST returns
- Aged debtors and creditors
- Staffing and payroll
- Stock values and quantities
- Work in progress estimates
- Any new product development
- Budgets and forecasts

"The time allowed for due diligence will be detailed in the agreement and is normally 5 to 15 working days."

9. Settlement and Handover

After receiving written confirmation that the agreement is unconditional, the sale is official and both parties must now complete the transaction. The solicitors for both parties will proceed to finalise the details required for settlement to take place on the specified date.

The deposit being held in the Trust Account can be paid to the vendor after the funds have been in the Trust Account for a minimum of ten days (less any brokerage fees payable).

In the time between the agreement being declared unconditional and the settlement date, both parties will need to finalise the following issues.

Stocktake

The Sale and Purchase Agreement will nominate a stock value along with a percentage stock variance figure. This figure reflects the movement in stock values depending on seasonal adjustments, shipping or manufacturing cycles.

Stock values are arrived at by calculating the historical cost of purchased stock and in the case of a manufacturing company, the value of the work in progress.

A physical stock take will be completed with both parties present just prior to settlement to enable a final stock figure to be arrived at for settlement.

Plant and Equipment

The purchaser will want to inspect the plant and equipment as detailed in the agreement to ensure it is in good working condition. If any plant or equipment is damaged or faulty, it is the responsibility of the seller to have it repaired or replaced, otherwise its value may be deducted from the total plant value.

Period of Assistance

The Sale and Purchase Agreement will stipulate the period of time you have agreed to spend immediately after settlement assisting the new owner. Depending on the complexity of the business, this is normally up to four weeks and may be full-time for the first two weeks and part-time thereafter.

If any additional assistance is required beyond that period, it is normally negotiated at a pre-agreed hourly rate.

Post Sale Checklist

- Advise employees immediately of new ownership
- Advise suppliers, customers and other appropriate parties
- Assist in training
- Organise stocktake
- Prepare for possession and settlement dates
- Locks/Security codes
- Confirm transfer of power, phone, eftpos
- Transfer ownership of domain names
- Chill the champagne

Key Factors in Successful Business Sales

Price it Right
If you price your business too high, serious buyers won't even consider it. Price it too low and you are throwing away hard earned money.

Your LINK broker can guide you on what the market is paying for businesses similar to yours and what else is on the market in the same broad category.

Present it Right
You will get a better price if your business looks professional and organised and is clean and tidy in all respects including signage, interior, fittings, office, and storage areas. Your plant and equipment should be in good operational order.

Prepare for the Sale
Buyers (and their accountants) will want to see up-to-date figures – financial accounts, daybooks, banking and GST returns. Lease agreements should be available for inspection and ideally have a reasonable term to run. Being ready with this information keeps the sale moving along smoothly.

Allow Time to Sell
On average, businesses take three to four months to sell. If you have to sell in a hurry you are in a weaker negotiating position and likely to be disadvantaged.

Write Down Your Systems
Show the prospective buyer how easy it will be to take over. List your suppliers and major customers, the jobs to be done, the hours of operation, service providers, and what records must be kept.

Be Totally Honest
Don't try to hide or disguise anything. Any irregularities or problems with a business will almost certainly be discovered by a buyer and their advisors during the due diligence process. It's vitally important to establish trust up front and throughout the process.

Use a Business Broker
LINK brokers have specialist expertise derived from many years of experience in business sales. We can provide advice and guidance every step of the way, protecting your confidentiality, qualifying the genuine buyers and taking care of all the details.

All this leaves you free to do what you do best – running the business.

Promotion
Business owners who choose to instruct LINK exclusively and invest in a marketing plan increase their chance of selling by over 350%*.

*(Based on our extensive sales data, as compared to non-exclusive instructions without a marketing investment).

10 Biggest Mistakes

1. Problems in the business are not corrected before selling
2. Confidentially is compromised
3. Staff, suppliers and clients become unsettled
4. Not understanding tax implications of sale
5. Not having clearly identified reasons for sale
6. Unclear objectives that are subject to change
7. An emotional connection with the business eclipses reality
8. The business is not priced for the market
9. Proper professional advice is not heeded
10. Business problems are concealed from the buyer by omission

Understanding the Language

Accrual Accounting
Income and expenses are entered into the books at the time of contract instead of when payment is received or expenses incurred.

Barriers to Entry
The degree of difficulty competitors face when entering a specific market, based on barriers such as high initial investment requirements, patents, trademarks, specialist technical knowledge.

Cost of Goods
Direct costs incurred in manufacturing a product or providing a service (usually includes materials and labour).

Cost of Sales
Includes the expenses involved in selling and delivering the product or service, plus the cost of goods.

Due Diligence
A period of between 5 to 15 working days (sometimes longer) where a purchaser is given the opportunity to verify information supplied in the Information Memorandum and to review other material or documents not previously supplied due to commercial sensitivity.

EBIT
Earnings before interest and tax.

EBPITD
Sellers discretionary cash expressed as Earnings Before Proprietors Income, Interest, Tax and Depreciation.

EPP
Employment Protection Provision. A clause in employment agreements stipulating how their employment will be handled if the business is sold.

Grooming
Preparing in advance for the sale of a business by maximising its efficiency, earning potential, structure and presentation.

Gross Profit
Revenue generated by the business minus cost of sales.

Information Memorandum
A document providing a detailed overview of a business. The document must be crafted to ensure it is accurate and honestly represents the business and its benefits.

Intangible Assets
Non physical assets such as a customer base, supplier relationships, intellectual property, patents, trademarks, brand names and goodwill.

MBO
Management buy out - the company is purchased by existing management.

Net Profit
Total revenues less total expenses.

Net Worth
Assets minus liabilities.

NPAT
Net Profit After Tax.

Retained Earnings
Profits that are retained in the business and not disbursed to owners or shareholders.

Return on Investment
An indicator of profitability shown as a percentage, calculated by dividing the net profit by the net worth, and then multiplying by 100.

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NEW ZEALAND
linkbusiness.co.nz
0800 546 528

AUSTRALIA
linkbusiness.com.au
1300 763 668

SOUTH AFRICA
linkbusiness.co.za
031 767 4513