



Sell-Side Due Diligence

We know
that your business
is not just your
business – *it's your
life's work.*



Selling a business is often a lengthy, cumbersome process. And while many business owners are preoccupied with getting the best selling price, the most important factor when conducting a pre-sale valuation is conducting your own due diligence. When done right, sell-side due diligence allows for a more informed and faster sales process, opening up opportunities to boost the value of your business

prior to sale. As part of a merger and acquisition engagement, Roth&Co's Advisory Services Division will assist you in preparing a business plan or presentation for potential acquirers, guide you on the terms of a sale and assist you with the due diligence and selling process. At the end of the review, you will walk away with holistic financial insight and perspective of your business.

PHASE I



Review Information and Readiness for Sale

Our process begins with an initial information gathering period, effectively laying the groundwork and boundaries for the entire fact-gathering endeavor. This includes reviewing your overall objectives, terms, financial needs, etc. as well as coordination with any other specialists or teams involved.

DURING THIS PHASE, WE WILL:

- › Review Company Tax Returns
- › Review Company Financial Statements
- › Review Accounting Processes and Quality of Records
- › Analyze Company's Financial Performance
- › Interview Key Personnel

PHASE II



Quality of Earnings Analysis

The question on the top of any target's mind is whether or not your business is a profitable, advantageous acquisition. We will review any and all pertinent documents to help you gain an accurate, unbiased outlook and valuation of your business. This phase concludes with a Findings Report.

DURING THIS PHASE, WE WILL:

- › Examine Revenues and Gross Profits
- › Review Payroll and Employee Census
- › Establish Add-Backs and Normalization of Profits
- › Calculate Pro Forma Financial Statements
- › Issue a Report of Findings and Recommended Value

PHASE III



Prepare Pitch Deck

Using the insights gleaned from the previous two phases, we will help you prepare a persuasive pitch deck, focusing on your business' core competencies, and compiling them in a manner tailored to your target buyer.

AS PART OF CRAFTING A PITCH DECK, WE WILL:

- › Assist with the Preparation of Financial Projections
- › Compile Financial Assumptions and Executive Summary
- › Compile Historical Financial Data

PHASE IV



Assistance with Due Diligence Process

While the prospective buyer is conducting their due diligence, we will assist you throughout the entire process to further ensure there are no surprises.

- › **THIS WILL INCLUDE:**
- › Review Letter of Intent (LOI) or Terms of Deal
- › Coordinate with Buyer's Due Diligence Team on Document Request
- › Review Information to be Provided to Buyer's Due Diligence Team
- › Provide Guidance on the Negotiation of Terms



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