

Contents at a Glance

<i>Foreword</i>	<i>xvii</i>
<i>Introduction</i>	<i>1</i>
<i>Part I: Getting Ready to Get Out</i>	<i>7</i>
Chapter 1: So You Want Out of Your Business? Your Options and the Process	9
Chapter 2: Evaluating Your Business as a Sale Prospect	29
Chapter 3: Sprucing Up Your Business	49
Chapter 4: Assembling Your Business Sale Team	77
<i>Part II: Packaging Your Business for a Sale</i>	<i>93</i>
Chapter 5: Compiling Your Financial Records	95
Chapter 6: Pricing Your Business	119
Chapter 7: Telling Your Business Story — Succinctly!	137
Chapter 8: Preparing Your Selling Memorandum.....	155
<i>Part III: Launching and Navigating the Sale Process...</i>	<i>181</i>
Chapter 9: Planning and Launching Your Advertising Strategy	183
Chapter 10: Screening and Communicating with Ad Respondents	197
Chapter 11: Steering the Pre-Purchase Process and Accepting a Buyer Offer	213
<i>Part IV: So You've Got a Buyer! Now What?</i>	<i>231</i>
Chapter 12: The Investigation Begins: Due Diligence.....	233
Chapter 13: Structuring and Negotiating the Deal.....	249
Chapter 14: Handling the Fine Print: Financing and Tax Specifics	271
Chapter 15: Closing the Sale.....	283
Chapter 16: Announcing the Sale and Passing the Baton.....	299
<i>Part V: The Part of Tens</i>	<i>309</i>
Chapter 17: Ten Deal-Killers to Avoid	311
Chapter 18: Ten Business Marketplace Trends and Truths.....	319
Chapter 19: Ten Things to Consider When Hiring a Broker.....	325
Chapter 20: Ten Answers to Have Ready for Buyers	333
Appendix: About the CD	341
<i>Index</i>	<i>349</i>

Table of Contents

Foreword..... xvii

Introduction..... 1

About This Book..... 1
Conventions Used in This Book..... 2
What You're Not to Read..... 2
Foolish Assumptions..... 2
How This Book Is Organized 3
 Part I: Getting Ready to Get Out..... 3
 Part II: Packaging Your Business for a Sale 4
 Part III: Launching and Navigating the Sale Process 4
 Part IV: So You've Got a Buyer! Now What? 4
 Part V: The Part of Tens..... 5
Icons Used in This Book 5
Where to Go from Here..... 6

Part I: Getting Ready to Get Out 7

**Chapter 1: So You Want Out of Your Business?
Your Options and the Process** 9

The Various Ways to Sell Your Business: Yes, You Have Options!..... 10
 Selling outright and being done with it..... 11
 Selling but staying involved..... 14
A Helicopter View of the Business Sale Process 17
 Step 1: Preparing your business for sale 17
 Step 2: Assembling your business sale team..... 18
 Step 3: Pricing your business 19
 Step 4: Assembling sale materials..... 19
 Step 5: Finding and working with buyer prospects 20
 Step 6: Doing due diligence..... 20
 Step 7: Structuring and negotiating the deal 21
 Step 8: Closing the sale 21
 The final step: Passing the baton..... 21
Putting Yourself through a Quick Pre-Sale Self-Assessment..... 23
 Pinpointing your business-exit motivation..... 25
 Weighing your priorities and setting objectives..... 26
Form on the CD-ROM 28



Chapter 2: Evaluating Your Business as a Sale Prospect 29

- Assessing the Financial Health and Growth Prospects of Your Business...30
 - Charting your financial history 31
 - Assessing the financial condition of your business 33
- Considering the Non-Financial Aspects of Your Business 34
 - Understanding the attributes most buyers seek 34
 - Weighing the strength of your business capabilities and processes..... 35
 - Assessing the transferability of your business 38
- Analyzing the Health of Your Industry Sector and Overall Market..... 41
 - Gathering the facts and stats 42
 - Forecasting trends based on the info you gather..... 43
- Watching Out for Risk Factors (Or Being Prepared to Account for Them)..... 44
- Deciding How to Proceed 45
- Forms on the CD-ROM..... 47

Chapter 3: Sprucing Up Your Business 49

- Weighing Your Options..... 50
- Untangling Legal Issues 51
- Getting Your Finances in Order 52
 - Getting clear about your financial condition 53
 - Cleaning up financial problems..... 55
 - Increasing your bottom line 55
- Improving Your Curb Appeal..... 58
 - Polishing your external impression points 59
 - Boosting your online presence 60
 - Fact-checking and fine-tuning your reputation 62
- Overcoming Business Weaknesses and Building Business Strengths.... 63
 - Improving your business one capability at a time 63
 - Improving the transferability of your business 72
- Accounting for Market Area and Industry Weaknesses 74
- Forms on the CD-ROM..... 76

Chapter 4: Assembling Your Business Sale Team 77

- Knowing Who's Who on the Business Sale Team..... 78
- Deciding Where You Need Help..... 80
 - Do you know what your business is worth?..... 80
 - Do you know who and where your likely buyers are? 80
 - Do you have time to both run your business and prepare it for sale? 81
 - Are you good at marketing, presenting, and negotiating?..... 82
- Weighing the Benefits and Costs of Hiring a Broker 83
- Signing Your Sale Team MVPs 86
 - Selecting an accountant and attorney..... 86
 - Bringing on a broker..... 87
 - Enlisting an appraiser..... 91
- Forms on the CD-ROM..... 92

Part II: Packaging Your Business for a Sale..... 93

Chapter 5: Compiling Your Financial Records95

Getting Your Bearings.....	96
Knowing what you need: A quick outline	96
Figuring out where to begin.....	97
Deciding Whether to Upgrade from Cash-Based to Accrual-Based Accounting	99
Preparing Financial Statements	100
The income statement.....	101
The cash flow statement.....	104
The statement of seller's discretionary earnings	105
The balance sheet.....	109
Calculating Financial Trends and Ratios	112
Sales and expenses growth trends	113
Sales and earnings growth rate.....	113
Inventory turnover	115
Number of days in receivables.....	115
Current ratio	116
Assembling Backup Information.....	117
Forms on the CD-ROM.....	117

Chapter 6: Pricing Your Business119

Making a List of the Information You Need	120
Getting Clear about What You're Selling	121
Selling your business assets.....	122
Selling your business through an entity sale	122
Valuing Your Assets	123
Pricing your tangible assets	124
Valuing your intangible assets	125
Assessing the Comparable Market Value of Your Business	129
Gathering info from those in the know	130
Relying on market trends.....	130
Adjusting comparable market information to fit your business situation.....	131
Determining Your Earnings Multiple and Pricing Your Business	133
Forms on the CD-ROM.....	135

Chapter 7: Telling Your Business Story — Succinctly!137

Strategizing Your Storytelling: Where to Invest Your Energy.....	138
Briefly Introducing Your Business	139
Introducing your business in 60 seconds or less	140
Shrinking your 60-second intro to a 20-word classified ad.....	141
Updating and Summarizing Your Business Plan	143
Creating a brief business plan (or shrinking your existing one)	143
Highlighting business strengths	145

Overcoming weaknesses and threats.....	146
Describing your business model	146
Updating and Summarizing Your Marketing Plan	148
Getting a glimpse of what you should include.....	149
Providing a picture of the market.....	149
Pinpointing your market position.....	150
Sharing your four-part marketing strategy.....	151
Stating your marketing budget.....	151
Presenting Your Employment and Operations Policies	152
Employment policy manual	152
Operations manual	153
Forms on the CD-ROM.....	154

Chapter 8: Preparing Your Selling Memorandum 155

Demystifying the Function and Form of a Selling Memorandum	156
The purpose	156
The basic blueprint	158
The summary.....	158
Tips for Making a Good First Impression	161
Compiling the Contents for Your Selling Memorandum.....	163
Cover	163
Table of contents	164
Summary of business and offer.....	165
Business description	165
Location	166
Operations	167
Product or service	169
Market environment.....	170
Future plans and projections	175
Financial information	175
Price and terms	176
Appendix.....	177
Trading Your Selling Memorandum for a Confidentiality Agreement	178
Forms on the CD-ROM.....	179

Part III: Launching and Navigating the Sale Process... 181

Chapter 9: Planning and Launching Your Advertising Strategy 183

Considering Your Buyer Before Deciding Where to Advertise.....	183
Who's your buyer?.....	184
What your buyer's looking for	186
Where your buyer's looking	187
Getting Familiar with Your Advertising Options	188
Taking advantage of the World Wide Web	188
Placing ads in newspapers and industry magazines.....	190

Writing Ads That Work	191
Watching your words	192
Requesting responses that help you pre-screen inquiries	194
Tracking Your Ad Responses.....	195
Form on the CD-ROM	196

Chapter 10: Screening and Communicating with Ad Respondents. 197

Recognizing Typical Business-Sale Ad Respondents	198
Dreamers.....	198
Idle shoppers.....	198
Sleuths	199
Scavengers	199
Ready, able, and un-aimed buyers.....	200
Ready, able, and aimed buyers	200
Placing Respondents into Follow-Up Categories	200
Hot prospects	202
Warm prospects.....	203
Cold prospects	205
Responding to Hot Prospects	205
Calling to follow up	205
Meeting face to face.....	206
Scheduling a tour of your business	209
Confirming the Temperature of Warm Prospects	210
Form on the CD-ROM	212

Chapter 11: Steering the Pre-Purchase Process and Accepting a Buyer Offer 213

Preparing for the Buyer Tour and Your Business Presentation.....	214
Presenting Your Business.....	215
Meeting Privately for Q&A.....	216
Addressing the buyer's questions confidently	216
Putting yourself in the interviewer's shoes.....	219
Nudging the Conversation toward Decision-Making Time.....	222
Calming a buyer's nerves.....	222
Discussing possible offer details	223
Getting an offer in writing	223
Reviewing the Letter of Intent for Acceptance or Counter offer	226
Accepting the Buyer's Purchase Offer	229
Forms on the CD-ROM.....	230

***Part IV: So You've Got a Buyer! Now What?* 231**

Chapter 12: The Investigation Begins: Due Diligence. 233

Preparing Paperwork That Bares All to the Buyer	234
Taking Precautionary Measures Before Due Diligence Begins	237

The Buyer's Homework Assignment	239
Verifying your business's financial health.....	240
Researching your operations	241
Investigating legal issues that affect your business	243
Your Homework Assignment	244
Assessing the buyer's financial ability	244
Researching the buyer's management experience and reputation.....	245
Discovering the buyer's plans for your business	246
Forms on the CD-ROM.....	248

Chapter 13: Structuring and Negotiating the Deal 249

Anatomy of a Sale Structure.....	250
Understanding the Fundamentals of a Seller's Sale-Structure Strategy	251
Agreeing with the Buyer on What Exactly You're Selling.....	253
From the seller's point of view.....	253
From the buyer's point of view	254
Setting the Final Sale Price	256
Allocating the Purchase Price.....	257
Cash	258
CDs, marketable securities, and foreign currency	258
Accounts receivable and debt instruments	259
Inventory.....	259
Tangible assets.....	259
Intangible assets, not including goodwill	260
Goodwill and going-concern value	260
Getting paid for intangible assets and goodwill.....	261
Studying the Payment Structure Menu	262
Cash payoff	262
Third-party financing.....	263
Stock exchange.....	264
Cash down plus a seller-financed note.....	265
Deferred payments: The earn-out deal	266
Navigating Negotiations.....	267
Preparing to negotiate.....	268
Hashing out the details of the negotiation	269

Chapter 14: Handling the Fine Print: Financing and Tax Specifics 271

Deciphering the Rules of SBA Loans.....	272
SBA-guaranteed loan requirements.....	272
Steps involved in obtaining an SBA-guaranteed loan.....	274
Becoming the Banker by Self-financing Your Sale.....	275
Obtaining a promissory note.....	275
Going a step further with a secured promissory note	276
Restricting stock share endorsements	279

Managing Your Sale Taxes..... 279
 Understanding a bit about the Alternative
 Minimum Tax (AMT)..... 280
 Gaining tax advantages with an installment sale..... 281
 Completing the IRS Asset Acquisition Statement..... 282

Chapter 15: Closing the Sale 283

Clearing the Way for Closing Day 283
 Knowing What to Expect: An Outline of the Closing Process 286
 Closing in your attorney’s office 286
 Closing with an escrow settlement..... 287
 Drawing Up the Purchase and Sale Agreement 288
 Who writes it 288
 What’s in it..... 289
 Finalizing the Deal: The Closing Ceremony..... 292
 Post-Closing Housekeeping 295
 Dissolving Your Business Entity..... 296
 Ending Business Operations 297
 Forms on the CD-ROM..... 298

Chapter 16: Announcing the Sale and Passing the Baton 299

Announcing the Sale to Your Employees 300
 Your turn: Explaining the situation 300
 The buyer’s turn: Establishing rapport
 and explaining future plans 301
 Telling Customers and Business Associates..... 302
 Sharing your news with key contacts 302
 Spreading the word to everyone else in your business world.... 303
 Making a phased announcement 305
 Informing the Media 305
 Seeing the Transition Period through to the End..... 307

Part V: The Part of Tens 309

Chapter 17: Ten Deal-Killers to Avoid 311

Setting Your Asking Price Too High 311
 Neglecting to Get Your Business in Salable Shape..... 312
 Lacking a Transition Plan 313
 Having a Short or Non-Transferable Lease 313
 Insisting on an All-Cash Sale..... 314
 Covering Up Problems 315
 Stretching the Truth..... 315
 Taking Your Sweet Time When Communicating with Buyers 316
 Waiting Too Long to Qualify the Buyer 316
 Refusing to Negotiate..... 317

Chapter 18: Ten Business Marketplace Trends and Truths	319
The Number of Businesses for Sale Is Large and Growing.....	319
Business Size Affects Sale Success.....	320
Business Sales Take 5–12 Months on Average.....	320
Most Businesses Aren't Ready for a Sale.....	321
Business Brokers Have the Highest Sale Success Rates.....	321
\$250,000 Is the Median Asking Price.....	322
Most Sellers Are 55+.....	322
Most Shoppers Shop Online but Buy Locally.....	323
Most Shoppers Never Buy.....	323
All-Cash Deals Cost Time and Money.....	324
Chapter 19: Ten Things to Consider When Hiring a Broker	325
What Are the Broker's Qualifications?.....	325
Does the Broker Have Good Web Presence?.....	326
What's the Broker's Recent Track Record?.....	327
How Does the Broker Market Listings?.....	329
What Do Recent Clients Have to Say about the Broker's Performance?.....	329
What Does the Broker Charge?.....	330
How Does the Broker Price a Business?.....	331
Has the Broker Been Sued?.....	331
Will the Broker Agree to Carve Outs?.....	331
Will the Broker Assist You Even without a Listing?.....	332
Chapter 20: Ten Answers to Have Ready for Buyers	333
Why You're Selling.....	333
What You Plan to Do after the Sale.....	334
How Much You Earn from the Business.....	335
Why Your Asking Price Is Reasonable.....	335
How Your Business Has Grown over Recent Years.....	336
How the Business Will Transfer and Run without You.....	337
Why Customers Will Remain Loyal.....	338
What Your Business Prospects Look Like.....	339
What Your Business Risks Look Like.....	339
What Payment Terms You're Open To.....	340
Appendix: About the CD	341
System Requirements.....	341
Using the CD.....	342
What You'll Find on the CD.....	342
Software.....	342
Chapter files.....	343
Links.....	345
Troubleshooting.....	348
Index.....	349