

**About Us**

Morgan & Westfield is a leading M&A firm specializing in business sales, mergers, acquisitions, and valuations for privately owned businesses. Morgan & Westfield's transaction focus is on companies that produce between \$1 million and \$10 million in earnings before interest, taxes, depreciation, and amortization (EBITDA), as well as companies with annual revenues from \$5 million to \$100 million. Morgan & Westfield has completed hundreds of transactions on behalf of clients in over a hundred industries and represented business owners and buyers in North America, Central America, South America, Europe, and Asia. Regardless of sector, size, and location, Morgan & Westfield's tailored approach has been defined, developed, and refined over the course of hundreds of successful and unsuccessful transactions – after all, learning from failures is a powerful and respected teacher.

**More Resources on Selling a Business**

- **Ask the Expert:** Links to common M&A questions and answers. Ask any question related to buying, selling, or valuing a business. Receive expert advice from industry professionals with real-world experience. Please visit [www.morganandwestfield.com/resources/ask/](http://www.morganandwestfield.com/resources/ask/)
- **Downloads:** Links to forms and other useful resources for selling your business. Please visit [www.morganandwestfield.com/resources/downloads/](http://www.morganandwestfield.com/resources/downloads/)
- **Books:** A complete list of our books on selling, valuing, or buying a business, and all other topics related to M&A. Please visit [www.morganandwestfield.com/books/](http://www.morganandwestfield.com/books/)
- **Glossary:** A glossary of terms used throughout this book. Don't be confused or intimidated by any terms or abbreviations in the M&A world. You'll find answers here. Please visit [www.morganandwestfield.com/resources/glossary/](http://www.morganandwestfield.com/resources/glossary/)
- **M&A Encyclopedia:** The most exhaustive encyclopedia in the industry with over 800 pages of insight on every step of the process of selling, buying, or valuing a business. Please visit [www.morganandwestfield.com/resources/knowledge/](http://www.morganandwestfield.com/resources/knowledge/)
- **M&A Talk:** The #1 podcast on mergers and acquisitions, produced by Morgan & Westfield and hosted by Jacob Orosz. At M&A Talk, we bring you exclusive interviews with a wide variety of experts in mergers and acquisitions, private equity, investment banking, business valuations, law, finance, and all topics related to M&A, buying, selling, and valuing businesses. Please visit [www.morganandwestfield.com/resources/podcast/](http://www.morganandwestfield.com/resources/podcast/)
- **M&A University:** Complete courses related to buying, selling, or valuing a business. Courses are led by industry experts with decades of industry experience and are designed to give you in-depth knowledge regarding every aspect of the process of preparing your business for sale, valuing it, and closing the deal. Please visit [www.morganandwestfield.com/the-art-science-of-selling-a-business/](http://www.morganandwestfield.com/the-art-science-of-selling-a-business/)

**The Art and Science of Selling a Business – A Course by M&A University**

Have you ever wished you could get into the head of the party on the other side of the negotiating table? Here's your chance. Join us in this nine-hour audio course as we take a deep dive into the sales process with Jim Evanger to discuss the perspective of both the buyer and seller. Jim has founded, started, operated, and sold multiple middle-market businesses and handled numerous acquisitions as a buyer, giving him deep experience on both sides of the table. The Art & Science of Selling a Business contains priceless advice for entrepreneurs of middle-market businesses with revenues up to \$100 million. This course wasn't built on theory but practical advice based on what works in the real world. Listen as Jim shares the lessons he's learned from over 20 years of experience as both a seller and an acquirer. He's already made the mistakes, so you don't have to. You'll learn how to avoid the expensive errors that can harm the value of your business or even derail the sales process entirely.

**Books on Selling a Business**

- **The Art of the Exit** – The Complete Guide to Selling Your Business: This is the definitive guide to planning your exit, broken down into 10 simple steps from preparing your business for sale to orchestrating the closing. Selling a \$500 million company requires an entirely different process than selling a small to mid-sized business. This handbook contains essential tips for owners of both Main Street and lower middle-market businesses valued at \$500,000 to \$10 million. The Art of the Exit is loaded with proven strategies on the art and science of selling a business. Please visit [www.morganandwestfield.com/the-art-of-the-exit/](http://www.morganandwestfield.com/the-art-of-the-exit/)
- **A Beginner's Guide to Business Valuation** – Lessons Learned from 20 Years in the Trenches. This book walks you step by step through valuing a business with \$1 million to \$50 million in revenue. You'll learn the fundamental factors that determine the value of any small to mid-sized business and simple methods for maximizing value when it comes time to sell. This practical guide is based on what I've gleaned from 20 years in the trenches selling businesses. It's written for the layman, specifically meant to address the real-world methods buyers use to value businesses. Please visit [www.morganandwestfield.com/a-beginners-guide-to-business-valuation/](http://www.morganandwestfield.com/a-beginners-guide-to-business-valuation/)
- **The Exit Strategy Handbook** – A Complete Guide to Preparing Your Business for Sale. This handbook demystifies the process and helps you unlock real value in your business to dramatically increase your odds of success in the sales process. Selling a home is child's play compared to selling a business. You only get one chance – and The Exit Strategy Handbook shows you how. Planning to sell is all about building a business buyers want to buy. By preparing well in advance, you'll ensure you'll receive the highest price possible. My goal with The Exit Strategy Handbook is to arm you with simple steps you can take to dramatically increase your company's value and marketability. Please visit [www.morganandwestfield.com/the-exit-strategy-handbook/](http://www.morganandwestfield.com/the-exit-strategy-handbook/)
- **Closing the Deal** – The Definitive Guide to Negotiating the Sale of Your Company. This book teaches you the art and science of negotiating the sale of your business. You'll learn the fundamentals of every step of the process, from the letter of intent to the closing. This essential field manual offers you an effective blueprint to maximize your negotiating leverage and foolproof strategies to optimize your deal structure and after-tax proceeds. Closing the Deal is for owners of businesses valued from \$1 million to \$50 million and contains proven tactics for avoiding the most common pitfalls in negotiating the sale of your company. Please visit [www.morganandwestfield.com/closing-the-deal/](http://www.morganandwestfield.com/closing-the-deal/)
- **Acquired** – The Art of Selling a Business With \$10 to \$100 Million in Revenue: For a business to sell for what it's really worth – or even more – you need to properly prepare. But too many entrepreneurs put off planning the sale of their business until the last moment. Acquired – The Art of Selling a Business With \$10 to \$100 Million in Revenue will help you prepare your business for sale and walk you through the sales process, dodging the pitfalls along the way. With a significant amount of your wealth tied up in your business, planning your exit is one of the most critical initiatives you'll undertake. Don't go it alone. Please visit [www.morganandwestfield.com/acquired/](http://www.morganandwestfield.com/acquired/)

**Other Resources**

- If you're interested in selling your company, please visit [www.morganandwestfield.com](http://www.morganandwestfield.com) to schedule a free consultation. Please visit [www.morganandwestfield.com/schedule-a-consultation/](http://www.morganandwestfield.com/schedule-a-consultation/)
- If you'd like an independent assessment of your business performed, please visit [www.morganandwestfield.com/sellers/step-1/](http://www.morganandwestfield.com/sellers/step-1/)

## Return on Value Drivers

\*Criteria are rated from 1 to 10. A higher rating is better – a 10 rating for risk means the action is lower risk and a 2.0 rating for risk means the action is higher risk. A 9.0 rating for investment indicates that a low investment is required, and a 2.0 rating indicates a high investment is required.

Financial	Potential Return	Risk Involved	Time Required	Investment Required
<b>Preparation</b>				
Document adjustments to your financial statements				
<b>Profit &amp; Loss Statement</b>				
Increase or stabilize revenue				
Increase/stabilize gross profit margins				
Increase profitability				
Reduce capital expenditure requirements				
<b>Balance Sheet</b>				
Ensure accounts receivables are current				
Formalize your terms with customers				
Reduce or stay current on debts				
Reduce working capital requirements				
Operations	Potential Return	Risk Involved	Time Required	Investment Required
<b>Strategy</b>				
Prepare a short business plan				
Document your operations				
Increase prices				
<b>Branding</b>				
Print customer testimonials, case studies, etc.				
Consider changing the business name (different than owner's name)				
<b>Operations</b>				
Implement cosmetic enhancements				
Diversify your supplier base				
Limit your involvement to business hours				
Mitigate customer concentration risk				
Reduce personal customer relationships				
<b>Real Estate</b>				
Move real estate to a separate entity				
<b>Lease</b>				
Pre-negotiate a renewal for your lease				
<b>Inventory</b>				
Prepare an inventory list				
Purge your inventory				
Reduce the amount of inventory				
<b>Equipment</b>				
Prepare a detailed equipment list				
Perform a preliminary equipment inspection				
Sell inoperable, outdated, or unused equipment				
Consider paying off equipment leases				
Remove from the premises any assets that are excluded from the sale				
Do not purchase new equipment				
<b>Franchise</b>				
Contact your franchisor to see what assistance they provide, the sales process, buyer qualifications				
Contact your Franchisor to make sure the terms of your Franchise Agreement will remain the same				
Contact your Franchisor to verify the length and fee for the training				
Contact your franchisor to request they become approved for the SBA Franchise Directory				
<b>Legal</b>				
Perform a UCC search to see if any liens exist on your business				
Ensure your entity is up to date				
Document your intellectual property				
Document your customer agreements				
Resolve pending litigation				
People	Potential Return	Risk Involved	Time Required	Investment Required
<b>Staff</b>				

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Avoid hiring new employees				
Ensure employee compensation is at market rate				
Prepare an employee manual and/or handbook				
Consider asking key employees to sign a non-compete				
Consider asking employees to sign a non-solicitation agreement				
Make sure your employee agreements address ownership of IP				
Request that all employees sign a non-disclosure agreement				
Reduce dependence on your key employees				
Build a management team				
Implement a retention bonus for key employees				
<b>Owner's &amp; Partners</b>				
Reduce owner dependence				
Obtain all partner's approval to sell				
<b>Family</b>				
Replace or reduce the involvement of family members who won't be staying				
Formalize family members' roles and compensation				