

THE FAMILY BUSINESS LEADER SERIES

McGrath | North
ATTORNEYS



THE
“GET MY COMPANY READY
TO BE SOLD” PROTOCOL



Nick Niemann, JD
Family Business Continuity Attorney
and Exit Planning Attorney



THE “GET MY COMPANY READY TO BE SOLD” PROTOCOL

SUCCESSION
PLAYBOOK

Recognizing that many Business Owners either move ahead on their own or approach Deal Makers when they or their companies are not yet in a position to be successfully sold, we've created the “Get My Company Ready To Be Sold” Protocol.

This is a plan of action we work on with Business Owners and Deal Makers to help beat the odds and place a Business Owner and the Company into a position for successful results.

With that in mind, below are some of the main “Deal Killers” which we aim to fix ahead of time (for either a sale to an outside buyer or to an inside buyer).

On the pages which follow are the additional Pre-Sale Actions to be addressed.

Ideally, a Company should always be “Ready To Be Sold.” The actions in this Protocol are important always—not just when positioning your Company for sale.

“DEAL KILLERS” TO BE FIXED BEFORE TRYING TO SELL OUR COMPANY ☒ As Applicable

- ☐ Corporate structure not consistent or efficient with what is to be sold and kept.
- ☐ Minority owners have not contractually committed to a “bring along” at the discretion of the majority owner.
- ☐ Seller is not really ready to let go and move on.
- ☐ Seller's expected price is not realistic.
- ☐ Seller's expected terms are not realistic.
- ☐ Seller is unwilling to stay for a sufficient period to assist transition.
- ☐ The Company's competitive advantage does not protect and grow market share.
- ☐ Company is too dependent on Seller's continued employment to be successful.
- ☐ Leadership Team positions do not align with the Business Model operational needs.
- ☐ The necessary Leadership Team positions are not capably filled.
- ☐ The Leadership Team does not wish to continue post - sale.
- ☐ The Company Culture does not attract and keep the best people.
- ☐ The Business Model has peaked, with no profitable pivots or new Business Models yet in the pipeline being developed.
- ☐ Pre-sale tax strategies have not yet been timely implemented.
- ☐ A sale is not in the financial, career or personal best interests of key Leadership Team members.
- ☐ The necessary Estate Plan features have not been deployed to accomplish a sale if the Business Owner dies or becomes incapacitated.
- ☐ The net after-tax proceeds from a sale at a reasonably expected price and terms are inadequate to support the Business Owner's financial needs and expectations.
- ☐ Due diligence “skeletons” have not been identified and addressed prior to the Company sale process.
- ☐ Necessary third party consents are not readily obtainable.
- ☐ Pending litigation presents too many risks that cannot be addressed with feasible indemnifications.
- ☐ Existing right-of-first-refusal ownership provisions exist or have not been cleared.
- ☐ Company Financial Statements do not provide enough credible assurance to potential buyers or do not reflect the Company Business Model.
- ☐ Intellectual property has not been adequately or properly protected.
- ☐ The Leadership Team has not developed a credible forecasting system.
- ☐ The Company's legal housekeeping is not clean.
- ☐ The Leadership Team cannot articulate a full understanding of why the Company's Business Model works, how it works and what business the Company is really in.
- ☐ Business operating systems are not well designed or documented.
- ☐ Necessary licenses or permits are not transferable.
- ☐ Innovation and scalability are not embedded into Company Culture.
- ☐ The Company “Customer Segments” are too broad or too narrow.
- ☐ The Company “Customer Channels” are good but not great.
- ☐ The Company “Customer Relationships” are good but not great and the Customers are not “Net Promoters”.
- ☐ The Company “Revenue Stream” systems are good but not great and lack sufficient recurring revenue.
- ☐ The Company “Cost Structure” is good but not great.
- ☐ The Company Brand does not translate into customer acquisitions.
- ☐ The Company Sales and EBITDA trend lines are flat or going in the wrong direction and don't merit a buyer's attention.
- ☐ The Company reputation (such as in the market place or on social media) is good but not great.
- ☐ The Seller does not understand how the Company market process works and how it maximizes results.
- ☐ The Company “Key Partners” relationships, strengths and scope are good but not great.
- ☐ The Company “Key Resources” are good but not great.
- ☐ The Company “Value Proposition” is fading, unclear or just good, but not great (with few new products or services in the pipeline).



THE “GET MY COMPANY READY TO BE SOLD” PROTOCOL

SUCCESSION
PLAYBOOK

Exit Route Choice



We understand we have options. We will consider (or have selected) one or more of the following outside and/or inside exit routes and options:

Exit Routes

Exit Options

Outside
Buyer



- ☐ Strategic Buyer
- ☐ Financial Buyer
- ☐ Synergistic Buyer
- ☐ Roll Up Buyer
- ☐ Private Equity Group

Inside
Buyer



- ☐ Family
- ☐ Partners
- ☐ Key Employees
- ☐ ESOP

Liquidation



- ☐ Partial Liquidation
- ☐ Controlled Liquidation
- ☐ Fire Sale

Partial



- ☐ Sell Partial Stake
- ☐ Sell Control Stake
- ☐ Redemption / Refinance / Recap
- ☐ Franchise
- ☐ Joint Venture

Company Value Expectations



We understand several factors go into estimating Company value. Our calculation estimate of Company value using the EBITDA Value Formula estimate is and will be:

	Value Now	Value Target	
	(_____, 20__)	(_____, 20__)	(_____, 20__)
Net Income	\$ _____	\$ _____	\$ _____
Add Back			
Interest	_____	_____	_____
Taxes	_____	_____	_____
Depreciation	_____	_____	_____
Amortization	_____	_____	_____
EBITDA	\$ _____	\$ _____	\$ _____
Normalize			
Salary	_____	_____	_____
Expense Reimbursements	_____	_____	_____
Building Rent	_____	_____	_____
Equip. Rent	_____	_____	_____
Non-Recurring	_____	_____	_____
Non-GAAP	_____	_____	_____
Non-Operating	_____	_____	_____
Normalized EBITDA	\$ _____	\$ _____	\$ _____
Multiplier (e.g., 4-10) ...	x _____	x _____	x _____
Business Value	\$ _____	+ _____	+ _____
Excess Work Capital	+ _____	\$ _____	\$ _____
Company Loans	(_____) _____	(_____) _____	(_____) _____
Stock Value	\$ _____	\$ _____	\$ _____

*“Normalize” = Add back or subtract where income or expense might be more or less than true value or arms length situation or where event is not normal.

Note: Other pricing or valuation methods may apply (such as Discounted Cash Flow Method, Single Period Capitalization Method, Comparable Sales Method, Adjusted Book Value Method).

Exit Route Term Sheet



Let's start with some main terms that are key to us. If and when we sell ownership to an inside or outside buyer, we are willing to consider the

- ☐ **Transition.** Stay on as key officer for a period of time after the sale.
- ☐ **Consultant.** Stay on as a consultant for a period of time after the sale.
- ☐ **Deferred Compensation.** Receipt of deferred compensation as part of the package.
- ☐ **Consulting Fee.** Receipt of consulting fee as part of the package.
- ☐ **Asset Retention.** Retention of certain assets (such as building, equipment and/or intellectual property) to be leased/options to buyer in exchange for rent/royalty/license fees.
- ☐ **Restructure.** Restructure the business to sell a division and keep a division.
- ☐ **No compete.** A no-compete covenant payment.
- ☐ **Structure.** Sale of business assets or sale of stock ownership.
- ☐ **Phased.** A two phase or multi-phased transfer of part (minority) ownership initially followed by sale of control later.
- ☐ **Control.** Sale of majority control initially, followed by the balance later.
- ☐ **Price Concession.** Receipt of less than full value to help my desired successor owner.
- ☐ **Net Cash.** Net (after tax) cash-in-pocket of at least \$_____.

Exit Route Sale



We recognize: “All plans are firm ... until changed.” At this time we wish to do the following:

- ☐ **Not Sell Any Now.** Not sell any ownership to any buyer at this time. We want to complete the Pre-Sale Exit Planning process first.
- ☐ **Sell Part Now.** Move forward with the Partial Exit Route I have selected above.
- ☐ **Test The Market.** We will engage an M&A Advisor (“Market Maker” or “Deal Maker”) to do some initial testing of the market to see how well the Company would do. This will be done confidentially to the extent to be discussed with our M&A Advisor.
- ☐ **Sell All Now.** We are fully ready. Move forward now to sell all of our ownership to an outside buyer. To accomplish this, we will engage an M&A Advisor (investment banker, transaction intermediary or business broker),
- ☐ **Assets Retained.** Assets (or divisions) to be retained (and possibly leased to or joint venture with the buyer) include:

- ☐ **Market /Deal Maker.** We want your assistance to line up an M&A Advisor (investment banker, transaction intermediary or business broker, as appropriate) who is an optimal fit for us.
- ☐ **Potential Outside Buyers We Are Aware Of Would Be:**

- ☐ **Inside Buyer:** Let's discuss how to sell to an inside buyer.
- ☐ **Financial Plan:** Our Financial Advisor and CPA will help us address our post-exit after-tax net proceeds needed.



THE “GET MY COMPANY READY TO BE SOLD” PROTOCOL

SUCCESSION
PLAYBOOK

Company Structure Review ☒

Now is the time to update, re-evaluate and re-think. We will address our Pre-Sale Company Structure and Business Model Strength:

- ☐ **Business Divisions.** Whether our corporate structure needs revision if we wish to retain a particular operating division of the Company (e.g. due to personal preference or if part of the company won't be as attractive or feasible to an anticipated buyer).
- ☐ **Real Estate.** Whether our corporate structure needs revision if we wish to retain and lease to the Company (or to a buyer) the real estate the Company uses.
- ☐ **Intellectual Property.** Whether our corporate structure needs revision if we wish to retain and license to the Company (or to a buyer) specifically identifiable intellectual property that the Company utilizes.
- ☐ **Leaders.** Whether Leadership Team is strong with great retention expectations and if we need to restructure due to the change in leadership team anticipated before or upon our sale (e.g. due to a desire to have each of two persons head a company or due to different leadership skills or approaches needed and available).
- ☐ **Tax Planning.** Whether due to our tax savings plans it becomes necessary or advisable to revise corporate structure.
- ☐ **Business Model.** Whether our existing or anticipated Business Model is fading, needs to pivot and fits our Company's present corporate or divisional structure.
- ☐ **Asset Protection.** Whether a high risk part of our business should be separately incorporated.
- ☐ **Due on Sale Benefits.** The terms and amounts under executive incentives due on sale will be determined.

Pre-Sale Due Diligence Review ☒

We don't want to have hold-ups and possible due diligence deal killers. We will address our Pre-Sale Due Diligence:

- ☐ **Corporate/LLC Records.** Corporate/LLC Minute Book should be fully up to date, reflecting shareholder and director minutes as well as stock owners, charter documents, bylaws and doing business registrations.
- ☐ **Employee Ownership.** Review terms of employee ownership (Actual, Phantom Stock or Stock Appreciation Rights).
- ☐ **Asset Ownership.** Corporate records will fully document key asset ownership.
- ☐ **Debts.** Corporate records will fully document all presently outstanding indebtedness and financial commitments.
- ☐ **Contracts.** A list of all material contracts of the Company (e.g. leases, customer contracts, supply contracts, vendor contracts), will be maintained.
- ☐ **Intellectual Property.** All intellectual property will be listed and protected (e.g. trademarks, tradenames, licenses, patents, etc.).
- ☐ **Litigation.** A description of all pending or threatened litigation will be maintained.
- ☐ **Licenses.** Copies of all material licenses and permits will be maintained.
- ☐ **Banking.** Financial institution relationships will be documented and maintained.
- ☐ **Taxes.** Tax records, elections and compliance will be documented and maintained.
- ☐ **Regulatory.** Applicable regulatory compliance (e.g. environmental, OSHA, ERISA) will be documented and maintained.
- ☐ **Code of Business Conduct.** Code of Business Conduct strength, scope and compliance to be reviewed.

Financial Accountability Review ☒

We understand potential buyers expect credible financial reporting. We will address our Financial Accountability:

- ☐ **Credibility.** Whether our accounting system needs enhancements to better protect us and to be fully credible to an inside or outside buyer.
- ☐ **Accounting Methods.** Whether our present accounting methods provide a sufficient reflection of true (and normalized) net income, net cash flow and net worth of the Company.
- ☐ **Internal Controls.** Whether sufficient internal controls are built into our accounting system to provide current financial protection as well as reliability to outside buyers.
- ☐ **Financial Statements.** Whether our outside, independent CPA report should be a compilation, review or audit, based on the degree of financial statement reliability needed by us and which is anticipated to be needed by a future buyer.
- ☐ **Projections.** Whether we have a credible projections process.

Pre-Sale Tax Planning Review ☒

We realize the tax law offers opportunities to reduce tax impacts of a sale—if timely deployed in advance. We will address our Pre-Sale Tax Planning:

- ☐ **“C” versus “S” Tax Election.** Whether “S” tax status should be elected/maintained to avoid double tax on sale of Company's business (in an asset sale) and to reduce capital gain due to increased tax basis (in a stock sale). To achieve full double tax relief, “S” status needs to be elected at least 5 years before sale.
- ☐ **Deferred Compensation.** Certain tax planning is needed throughout the life of the Company to minimize taxes upon the sale. Documenting deferred compensation agreements and “under-compensation” situations to justify deductible compensation and bonuses will be considered.
- ☐ **Intangible Assets.** Whether intangible assets (e.g. certain goodwill) should be documented as owned by the business owner (rather than the Company) to help avoid double tax on sale of the business.
- ☐ **Multiple Entities.** If a particular business division is going to be retained, then advance company restructuring (e.g. spin-off) needs to be considered to achieve optimum tax results.
- ☐ **Catch-Up Payments.** Pre-sale documentation of underpayment of building or equipment rent, to be caught up/deducted upon or before Company sale, should be considered.
- ☐ **State Taxes and Incentives.** Impact on various state tax and incentives matters should be addressed.

Sellability Control Review ☒

We don't want our deal held up or killed due to third party control. We will address our Sellability Control:

- ☐ **Customer Agreements.** Customer agreements will be reviewed to minimize or eliminate change of control and change of ownership provisions.
- ☐ **Loan Agreements.** Loan agreements will be reviewed to minimize or eliminate change of control and change of ownership provisions.
- ☐ **Supplier Agreements.** Supplier agreements will be reviewed to minimize or eliminate change of control and change of ownership provisions.
- ☐ **Owners.** The Buy-Sell Agreement will include “bring along” provisions which enable the majority shareholders to require the minority to sell on the same price/terms as the majority owner.
- ☐ **Intellectual Property.** Intellectual property ownership (e.g. patents, tradenames, domain names, key processes) will be reviewed to determine if it is solely owned by the Company or if control and transfer rights need to be obtained.
- ☐ **Leases.** Building and equipment leases will be reviewed to minimize or eliminate change of control and change of ownership provisions.
- ☐ **Franchise Agreements.** For Franchisees, the Franchisor consent standards and purchase options will be addressed.



THE “GET MY COMPANY READY TO BE SOLD” PROTOCOL

SUCCESSION
PLAYBOOK

Buy-Sell Agreement ☒

Between now and final sale, many things could happen. To help achieve owner alignment, we will address the following in our Buy-Sell Agreement between the Owners and the Company:

- ☐ **Stock Transfer Restrictions.** Restricting owners from selling shares to any other person without first offering the shares to Company and to each other on the same terms.
- ☐ **Estate Plan Transfers.** Whether transfers to family and family trusts will be permitted.
- ☐ **Death.** Options/requirements to sell and buy upon an owner's death.
- ☐ **Disability.** Options/requirements to sell and buy upon an owner's disability.
- ☐ **Termination of Employment.** Options/requirements to sell and buy upon an owner's termination of employment.
- ☐ **Bankruptcy.** Options/requirements to sell and buy upon an owner's bankruptcy.
- ☐ **Divorce.** Options/requirements to sell and buy upon an owner's divorce.
- ☐ **Texas Shootout.** Whether an owner can require the other owners to sell or to buy.
- ☐ **Bring Along.** Whether the majority can require minority to sell if the Company is sold (on same price/terms).
- ☐ **Come Along.** Whether the minority has right to tag along if the Company is sold (right to be included in the sale at the same price/terms as a sale by the majority).
- ☐ **Trigger Price and Terms.** The method for determining buy-sell price and terms.
- ☐ **Heirs.** Whether to require heirs, as a condition to receipt of shares, to sign the Buy-Sell Agreement.

Business Continuity Agreement ☒

Our Company will be more attractive and valuable when fundamental safeguards are in place. We will address the following in a Business Continuity Agreement between the owners and the Company:

- ☐ **Board Approval Actions.** Whether to spell out those actions which require Board of Director approval.
- ☐ **Right to Engage In Competing Businesses.** Whether co-owners should be restricted from investing in competing businesses.
- ☐ **Required Resignation.** Whether a co-owner who sells his or her stock must resign as an officer and director.
- ☐ **Subchapter “S”.** Whether to be a subchapter “S” corporation.
- ☐ **Stock Redemption Provisions.** Whether the company will set up a redemption pool to let owners periodically cash in shares.
- ☐ **Annual Dividend Payments.** Whether to establish a dividend policy.
- ☐ **Board of Director Composition.** Whether to specify the method to elect the Board.
- ☐ **Job Retention Guidelines.** Under what conditions a co-owner must agree to retirement.
- ☐ **Family Employment Policy.** Whether to adopt a family employment policy.
- ☐ **Conflict of Interest Policy.** Whether to adopt a conflict of interest policy.
- ☐ **Strategic Planning Program.** Whether to adopt a continuous Strategic Planning Program.
- ☐ **Compensation Policy.** Whether to adopt a Compensation Policy and Protocol.

Buy-Sell Agreement Funding ☒

Every Buy-Sell Agreement needs to address funding to be fully effective, especially when pre-Company sale obligations are considered. We will address Buy-Sell Agreement Funding as follows:

- ☐ **Buy-Sell Agreement Funding.** Under the Buy-Sell Agreement, the exercise of purchase options or purchase requirements will require cash payments up front or over time.
We will cover as follows:
 - ☐ A Stock Purchase Fund to build an investment account to help build cash resources.
 - ☐ Life Insurance to fund purchases upon death.
 - ☐ Disability Insurance to fund purchases upon disability.
- ☐ **Funding Structure.** The insurance funding will be structured as follows:
 - ☐ Company owned policies.
 - ☐ Owner Cross-Purchase owned policies.
 - ☐ Insurance LLC or Trustee owned policies.
- ☐ **Alternatives.** Our Financial Advisor will provide us with the alternatives and quotes we should consider and will advise us of employer-owned compliance options.
- ☐ **Review of Present Policies.** Our Financial Advisor will review our existing Buy-Sell insurance policies to advise us which policies should be replaced with better policies based on our current dynamics and based on currently available options and whether the types and amounts of coverage need to be adjusted to address present and expected needs and risks.
- ☐ **Funding Maintenance.** Our Financial Advisor will address ongoing monitoring and maintenance of the insurance funding.

Outside Route Assessment ☒

Understanding why our Company would be attractive and to what kind of buyer is key to our positioning. We will address the following Outside Route realities:

- ☐ **Best Buyer.** We understand there are 5 principal types of successful acquisitions from the buyer's perspective. Key to a successful sale by us to an outside buyer is therefore to determine if our Company is or can be designed to fit within one or these. These 5 are:
 1. Improve the target company's (our) performance.
 2. Consolidate to remove excess capacity from industry.
 3. Accelerate market access for the target's (or buyer's) product or services.
 4. Obtain skills or technologies faster or at a lower cost than they can be built.
 5. Pick winners early and help them develop their businesses.
- ☐ **Back Up.** There are 4 other acquisition strategies which have some potential to create value for a buyer. These 4 are:
 1. Roll-up strategy.
 2. Consolidate to improve competitive behavior.
 3. Enter into a transformational merger.
 4. Purchase at below the target's intrinsic value.
- ☐ **Market Match.** To better understand the outside market for our Company, we will have an Outside Route Assessment performed because we wish to know (i) who will be a likely outside buyer of our Company and (ii) what changes should be made to our Company to be more attractive to an outside buyer and what the pricing and terms might be. With this, we can then decide which of our strategic strengths we need to enhance and what we need to build or acquire to develop a company profile is as close as possible to what the M&A marketplace has said it values and wants.
- ☐ **Quality of Earnings Report.** Whether to have this done.



THE “GET MY COMPANY READY TO BE SOLD” PROTOCOL

SUCCESSION
PLAYBOOK

Key Asset Protection Plan ☒

Asset protection is important both to us as owners and to potential Company buyers. We will address our Key Asset Protection Plan:

- ☐ **Trademark Protection.** Our trademarks and service marks will be protected and registered and will utilize the “TM” or “®” notations.
- ☐ **Proprietary Information and Inventions.** We will utilize Proprietary Information and Invention Agreements to protect our intellectual property we create. We will confirm our Intellectual Property ownership positioning.
- ☐ **Employment Agreements.** Employment Agreements will be utilized for key personnel.
- ☐ **Non-Compete Agreements.** We will utilize Employee Non-Compete Agreements where appropriate and to the degree enforceable.
- ☐ **Non-Solicitation Agreements.** We will utilize Employee Non-Solicitation Agreements where appropriate and to the degree enforceable.
- ☐ **Confidentiality Agreements.** We will utilize Confidentiality Agreements with employees and outside partners to adequately protect Company confidential information, business processes and potential trade secrets.
- ☐ **Patent Protection.** We will utilize patent protection when feasible, prudent or advisable. We will confirm our patent ownership positioning.

Emergency Succession Plan ☒

If the unexpected happens to our CEO/President, we must be prepared to stay on course. We will address and deploy an Emergency Succession Plan:

- ☐ **Disaster Shareholder Resolutions.** Corporate resolutions by shareholders naming our revised Board of Directors upon my unexpected death/disability.
- ☐ **Disaster Board of Director Resolutions.** Corporate resolutions electing immediate CEO/President replacement upon an unexpected death/disability of CEO/President.
- ☐ **Disaster Notification Letters.** Pre-written to our employees, customers, lenders and suppliers to have available for immediate issuance if the unexpected happens to our CEO/President.
- ☐ **Disaster Press Release.** Pre-written Contingency Press Release to be available for immediate issuance if something unexpected should happen to our CEO/President.
- ☐ **Disaster Instruction Letters.** Instruction Letters to family, company staff and advisors directing immediate actions to be taken upon unexpected death/disability of CEO/President.
- ☐ **Stay Bonus.** Pre-established Stay Bonus Agreements to deploy to help keep Leadership Team engaged if something happens to CEO/President.

Key Person Insurance Plan ☒

We recognize the value of our Leadership Team and the financial impact to us and a potential buyer. We will address our Key Person Insurance Plan:

- ☐ **Key Person Coverage.** The Company (and potential Company Buyer) needs to overcome the financial hit upon the unexpected death or disability of key personnel.

Therefore, the Company will make sure it has insurance policies in place and is the beneficiary of the following insurance coverages on the following key personnel:

Key Person	Life Amount	Disability Amount
_____	\$ _____	\$ _____
_____	\$ _____	\$ _____
_____	\$ _____	\$ _____
_____	\$ _____	\$ _____
_____	\$ _____	\$ _____

(The Life Amount is death proceeds. The Disability Amount is a lump sum or a monthly amount multiplied by an estimated number of disability months).

- ☐ **Review of Present Policies.** Our Financial Advisor will review our existing insurance policies to advise us which policies should be replaced with better policies based on our current dynamics and based on currently available options and whether the types and amounts of coverage need to be adjusted to address present and expected needs and risks.

P&C Insurance Protection Report ☒

Protection against these risks is necessary to existing owners and potential buyers. We will make sure that our P&C Insurance Protection Report addresses the following (and we will follow the safety recommendations in the Report to minimize risks):

- ☐ **Liability Risks**
 - Public Liability.
 - D&O Liability.
 - Environmental.
 - E&O.
 - Professional.
 - Product Liability.
- ☐ **Property & Casualty Risks**
 - Fire, Theft, Weather.
 - Flood and Earthquake.
 - Fidelity.
 - Landlord.
 - Umbrella.
- ☐ **Other Risks**
 - Business Interruption.
 - Expatriate.
 - Kidnap/Ransom.
 - Legal Expenses.
 - Pollution.
 - Travel.
 - Purchase/Warranties.
- ☐ **Cyber Security Risks**
 - Cyber Extortion.
 - Data Loss.
 - Electronic Crime.
 - Data Breach.
 - Company Down Time.

- ☐ **Review of Present Policies.** Our Insurance Advisor will review our existing insurance policies to advise us which policies should be replaced with better policies based on our current dynamics and based on currently available options and whether the types and amounts of coverage need to be adjusted to address present and expected needs and risks.

McGrath|North

PRE-SALE EXIT PLANNING AND MERGERS, ACQUISITIONS & DIVESTITURES PRACTICES

McGrath North's Pre-Sale/Exit Planning and Mergers, Acquisitions & Divestitures practices represent clients nationwide. Some of the industries we work in include food & beverage, construction, real estate, distribution, human resources, agribusiness, farm & ranch, industrial manufacturing, commodities, commercial manufacturing, retail, services, franchise, security, banking, energy, consumer products, biofuels, insurance, technology, accounting, healthcare, telecommunications, leasing, education, warehousing, finance, consulting, hospitality and information processing.

We have worked on hundreds of transactions, ranging in size from a few hundred thousand dollars to several billion dollars.

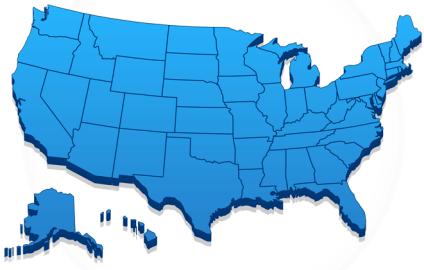
We have advised public companies, private companies, entrepreneurs, family businesses, private

equity groups and others in a myriad of transactions, including mergers, tender offers, initial public offerings, stock and asset purchases and divestitures, joint ventures, ESOP transactions and reorganizations. We have worked on transactions with most of the other "big name" M & A law firms across the country.

The McGrath North Pre-Sale/Exit Planning and M & A teams are recognized regionally and nationally for their experience, high quality service and practical business insight.

These include a top rating from Best Lawyers® in Mergers & Acquisitions Law, and the highest ranking from Chambers USA in the Corporate / Commercial category. Our team members are also individually recognized as Best Lawyers®, Super Lawyers®, BTI Consulting Group Client Service All-Stars and M&A Client Choice Award Winners.

We have worked on transactions in nearly all 50 states.



We have worked on transactions in 6 of the 7 continents.



ATTORNEYS FROM OUR PRE-SALE EXIT PLANNING AND BUSINESS SALE OR PURCHASE TEAMS

Pre-Sale/Exit Planning



NICK NIEMANN
Phone: 402.633.1489
nniemann@mcgrathnorth.com



MATT OTTEMANN
Phone: 402.633.9571
mottemann@mcgrathnorth.com



STACEY SHADDEN
Phone: 402.633.9591
sshadden@mcgrathnorth.com



PATRICK STRAKA
Phone: 402.633.1494
pstraka@mcgrathnorth.com

Business Sale or Purchase



RACHEL MEYER
Phone: 402.633.6882
rmeyer@mcgrathnorth.com



SARAH MOORE
Phone: 402.633.6895
smoore@mcgrathnorth.com



JEFF PENNE
Phone: 402.633.1426
jpenne@mcgrathnorth.com



MAGGIE ROSSITER
Phone: 402.633.1505
mrossiter@mcgrathnorth.com

FAMILY BUSINESS LEADERS

Results Not Wanted



Results Wanted



Results Achieved By



What Is The Financial + Personal Cost of Being Too Late or Out of Time?

What Is The Financial + Personal Value of Each Great Play Deployed In Time?

Inspired By Excellence. Committed To Your Success.

When we work with Family Business Leaders, we ask about your story and the story of your family business. We get to see the heart and soul of America's family entrepreneurs, that is, America's new breed of Family Business Pioneers.

We get to see your passion and your excellence. We get to see the grit and determination which drive you. We get to see the love and respect you have for your colleagues and for those you serve. In short, we get to see the pioneer spirit which drives you and your team. Just as it has driven me and our team.

For over 60 years we have been working with our nation's food companies, restaurants, farmers and ranchers to feed people better. We have been working with contractors and companies to build better and more affordable homes and new business facilities.

We have been working with technology companies to develop new ideas that improve lives. We have been working with inventors, startup companies and health care providers to develop patented medical devices, leadership teams and joint ventures that save lives. We have been working with energy companies to help fuel our homes and the businesses we all rely on.

We have been working with bankers, key partners, manufacturers,

distributors, retailers and transportation companies to finance, produce and deliver better products and services to communities around the world. We have been working with family business pioneers and their other trusted advisors to transform, grow, carry on and transition the family business dream, the backbone of our great country.

We have been working with our community leaders to improve our cities and our schools. We have been working with our elected leaders to improve the business climate to create and attract new and better jobs for families.

For over 60 years, this has been the McGrath North Law Firm.

Working quietly behind the scenes closely with the talented leaders of great organizations around the world to make lives better.

Working together. Working stronger. Working faster. Working better. Overcoming Roadblocks. Avoiding Train Wrecks.

Inspired by excellence. Committed to your success.

Our diverse team isn't waiting for the future. We are helping to produce new, incredible, sustainable results right now.

We invite you to join us as we move quickly ahead towards the next 60 years.



Nick Niemann, JD
Family Business Continuity Attorney
and Startup/Exit Planning Attorney
Partner, McGrath North Law Firm
1601 Dodge Street, Suite 3700
Omaha, NE 68102
402-633-1489
nniemann@mcgrathnorth.com
www.McGrathNorth.com
www.FourthQuarterFirst.com

Member: Vistage International Family Business Network
Family Firm Institute
CEO Space International
Strategyzer AG
Business Enterprise Institute
Exit Planning Institute

What We Do

We "look into the future" with Family Business Leaders to design and deploy what's really needed for you, your family and your colleagues to win the whole game.

Why We Do It

Because we believe in the greatness of the Family Business Dream.

How We Do It

Working with Family Business Leaders and their Trusted Advisors, we find, design and deploy the Main Plays that are missing, the presence of which will make a substantial difference in producing a better future outcome.

Our Culture/Code

Tenacity • Respect • Trust • Enthusiasm
Courage • Generosity • Compassion

Our Mission

That no Family or Family Business will fail on our watch.

Our Mission Mindset

- "Begin with the end in mind."
- "Start with simple. Only add or change what is needed for continued success."
- "Go for great. Don't wait for perfect."
- "All plans are firm ... until changed."