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Guest,

Welcome to:

**Pre- Sale Planning --Maximize the Market Value of your
Company**

Presented by
Lighthouse Consulting Services, LLC



Featured Guest:

John K. Murphy
President
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Host:

Dana Borowka, MA
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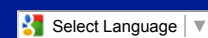
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what we often find--big picture

- an established, private company (\$5/10 million to \$150 million) in any industry that is not optimizing its growth/ profitability potential
- you and/or the company are 'stuck'
- you and/or your partners' personal/business goals diverge
- the growth plan ('growth story') in your head is not working as well as you want in reality
- dysfunction rules your family and/or your business
- you can't hire and/or keep talented managers

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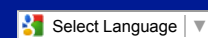
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what we often find--small picture

- operating performance that zigs and zags = inconsistent
- too little emphasis on profitability and too much on revenue = average to above average growth and below average margins
- rarely say 'no' to new customers/prospects and to new growth initiatives = not a lot of strategic focus
- scattershot marketing and/or sales tactics = little strategy

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what we often find--small picture

- senior management team which is not empowered, or cannot make decisions = subpar decision making
- poor finance staff, controls and/or books = numbers that are usually late and not always accurate
- little in the way of financial projections = no forecasting
- no articulated strategic direction or growth story = no plan

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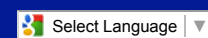
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strategic options

- sell control to a strategic buyer or private equity group ('PEG') for liquidity
- sell a minority stake to PEG for liquidity/fund growth
- a dividend recap with debt, ESOP, minority equity, or cash
- a recap involving one owner buying others out with debt, ESOP, minority equity and/or cash
- accelerate the growth story using the same or new strategies

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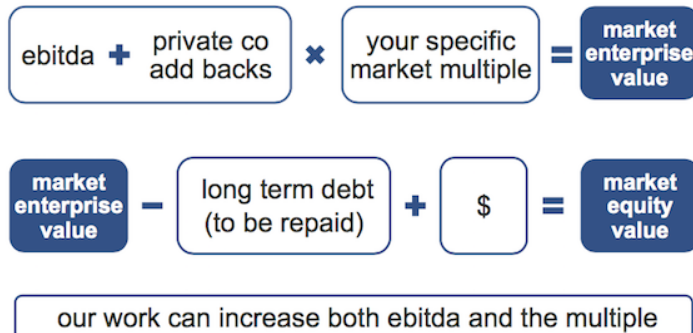
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what is market value?

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increase your market value

- decrease business risk--sign contracts with your biggest customers
- decrease business risk--reduce the company's dependence on you
- hire smart people and keep them motivated
- favorable market size and growth rates
- favorable company size and market share

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increase your market value

- lots of recurring revenue
- little revenue and/or supplier concentration
- good visibility on revenue/ebitda
- sustainability competitive advantage, inc. IP
- scalable growth story/operating leverage
- sustainable and focused growth story

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increase your market value

- increase revenue/ebitda
- make sure the company is 'ready' to go
- always raise capital or sell when you don't need to
- run the company as if you are NOT selling
- credibility is critical--deliver expected financial forecasts

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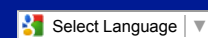
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timing

- what are your personal goals, financial goals and risk appetite?
- where is the momentum/inflection point in the financial projections?
- what is the transaction we want (if any)?
- WHEN will it stop being a seller's market? where are we in the economic cycle?
- are you ready for the onslaught--for due diligence?
- don't go too soon...prepare, position and plan
- don't wait too long...'this can go on forever'

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the process



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how to hire the best team

- the transaction team should be 'center of the plate'-- who do you connect with and trust the most?
- who has the best combination of connection and/or personality fit with you, transaction experience, industry experience and specific positioning/transaction ideas we want?
- the ib and m&a lawyer are front and center-- the most important hires
- create a information package for ib's that includes historical numbers, financial projections and other info
- our usual process is to meet with 4/6 ib's--choosing from a broad cross section of ib's creates a better result--exclusive industry focus, generalists, big firm, small firm, with/without capital markets capability, etc

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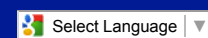
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how to hire the best team

- compare and contrast industry specific focus versus generalist ib's--e.g., auctions versus 'fire-side chats'
- give the 3 finalists time to review the information package and for q&a with us, and then bring them in for full blown presentations--they give away their best ideas for free, e.g. combine potential buyer/investor lists
- the ib will have hundreds of conversations about your company with out you--who do you trust?
- other key players are m&a lawyer, accounting, trust & estate lawyer, tax lawyer and wealth management

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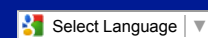
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marketplace trends

- hot to white hot market conditions--equity and debt
 - north of \$1 trillion private equity to invest--leveraged 4 times equals over \$5 trillion of buying power
 - trillions of cash on public companies balance sheets (the estimates vary)
- we picked up 12 clients in the last 24 months in direct response to unsolicited offers/inquiries--we've advised clients' to:
 - rapidly assemble a strategy/financial projections to respond directly
 - politely say no in favor of creating and building out the growth story to capture the additional market value themselves, and sell down the road
 - hire an investment banker to solicit interest because the offer was worthy
- the economy continues to improve
 - overall, our clients performance is strong
 - we are the busiest we have ever been in 11 years

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