



# TRANSACTION ADVISORY SERVICES

Your Dedicated Local Team for  
Comprehensive Business Transaction Services.



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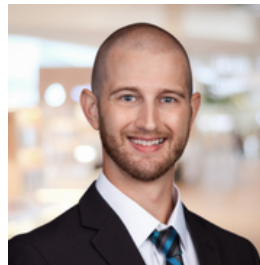
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# BUILD A BETTER BUSINESS EXIT

You've dedicated yourself to building a successful business, and with its value at its peak, our team is ready to assist.

The process of selling your business goes beyond mere financial transactions—it represents a significant turning point in your life.

**The Rodefer Moss team is here to assist you through the sale and to support you throughout this comprehensive process.**

Our goal is to ensure a smooth transition into whatever comes next, tailored to your unique path.



## PRE-MARKET →

- Analyze
- Planning & Preparation
- Positioning

## GO-TO MARKET →

- Marketing and NDA distribution
- Evaluate Indications of Interest ("IOI")
- Potential Buyer Discussions
- Due Diligence Data Room

## DUE DILIGENCE →

- Negotiate Letters of Intent ("LOIs")
- Management presentations and interviews
- Negotiate with finalists

## CLOSING →

- Assist legal, insurance and other advisors in documentation completion
- Other services needed to complete the Transaction



INVESTMENT  
BANKING  
AFFILIATES

Securities offered via DCF, LLC member [FINRA](#) / [SIPC](#)



# Transaction Advisory Services PROCESS

## PRE-MARKET

### Analyze

- **Consider ways to mitigate identified risks**
  - As with any important transaction, identifying the underlying, “What could go wrong” helps us chart a course that mitigates risk
- **Quality of Earnings (QoE)**
  - A Quality of Earnings (QoE) report is a detailed analysis that is conducted by our credentialed financial professionals during the due diligence process. This report assesses the accuracy, sustainability, and consistency of a company's earnings by examining various financial aspects such as revenue recognition practices, expense management, cash flow patterns, and accounting policies. The objective of a QoE report is to provide insights into the underlying financial health and performance of the business.
- **Analyze tax consequences, tax strategy, and wealth/estate management matters**
  - Both the transaction and seller proceeds can trigger a bevy of adverse state and federal taxes. Our CPA tax professionals will provide the expertise and big picture context to recommend a deal structure that optimizes your overarching financial objectives.
- **Valuation analysis (Valuation or Calculation), strategy formation, and deal structure discussion to optimize transaction value**
  - Our Valuation professionals will assist you in ascertaining the likely range of value the market currently views your company. The Rodefer Moss team can then advise you on financial and operational strategies that can boost your value in the marketplace.
- **Debt reconstructing**
  - Debt restructuring presents a valuable opportunity when selling a business. By strategically assessing and restructuring debt obligations, our aim is to enhance the business's financial profile, making it more attractive to potential buyers. This proactive approach not only optimizes the business's valuation but also mitigates risks, streamlines the sale process, and maximizes value for our clients.

### Planning & Preparation

- **Examine historical and prospective financial information—including peer benchmarking**
  - Rodefer Moss transaction professionals carefully review your company's 3-5-year historical performance metrics and provide analysis and comparisons to industry peer benchmarks [balance sheet and income statement]. This foundational first step helps uncover opportunities and value-robbing potential impediments.
- **Assess macro and micro industry factors**
  - A company's financial position and track record within its industry are key factors that shape valuations. Our experienced and credentialed professionals will use evidence-based analysis to lead into building a cogent a transition strategy.

### Positioning

- **Research potential buyers, including accumulating substantial financial research on primary targeted interested parties**
  - Bona fide buyers should not be confused with the folks that often come out of the woodwork motivated by gaining market intelligence or swooping in to make a low-ball offer. This fodder is not good for your piece of mind and sours your perspective of the process. We will manage those distractions for you.
- **Finalize a list of approved prospective buyers**



## Transaction Advisory Services PRE-MARKET SERVICES

### **The best time to plant a tree is 20 years ago. The second-best time is now.**

The Japanese proverb about the best time to plant a tree is appropriate, as business leaders often question whether they are spending too much precious time working “in” the business versus “on” the business. The issues of the moment tend to dominate available resources and act like a governor that throttles company performance.

And then is the uncomfortable consideration of an unexpected health issue or life change that can immediately alter the trajectory of the business. If a business transaction or sale is contemplated sometime in the future, even if distant, smart business owners seek out professional business assessments before trying to overcome challenges at times of distress.

#### **Financial Physical**

A comprehensive financial wellness exam for your business, analyzing key metrics and ratios - liquidity, profitability, leverage and efficiency - compared to industry benchmarks. This service highlights strengths and weaknesses to support better decision making and is often paired with a calculation engagement.

#### **SWOT Analysis**

A four-quadrant tool assessing strengths, weaknesses, opportunities, and threats to support strategic planning, leadership alignment and focused communication.

#### **Sector Breakout**

Helpful information within your sector that provides insights and tools related to your specific industry.

#### **Calculation**

Our valuation professionals collaborate with you to select methods and procedures, then provide a calculated value-either as a single amount or a range-based on your agreement. Procedures are more limited than in a full valuation.

#### **Valuation**

Our Valuation professionals assist you in ascertaining the likely range of value the market currently views your company, and advise you on financial and operational strategies that can boost your value in the marketplace.

#### **Quality of Earnings (QoE)**

A Quality of Earnings (QoE) report is a detailed analysis to assesses the accuracy, sustainability, and consistency of a company's earnings by examining various financial aspects such as revenue recognition practices, expense management, cash flow patterns, and accounting policies. The objective of a QoE report is to provide insights into the underlying financial health and performance of the business.



# Transaction Advisory Services PROCESS

## GO-TO-MARKET →

- **Distribute market "teasers" and NDAs to qualified prospective buyers**
  - To garner a meaningful response from the most relevant buyers, it's crucial to present essential information in a tailored format and tone. Professionally crafted market teasers establish a serious atmosphere and signal a well-executed transaction process. Conversely, a careless approach to market outreach can significantly diminish the likelihood of achieving the best possible outcome.
- **Receive and evaluate indications of interest ("IOI")**
  - This involves receiving and assessing Indications of Interest (IOIs) from potential buyers or investors. The firm meticulously evaluates each IOI, considering various factors such as financial terms, strategic and cultural fit, and credibility of the interested parties, to determine the most promising offers. Through this process, we help clients make informed decisions that align with their objectives, ultimately optimizing the outcome of the transaction.
- **Initiate discussions with potential buyers**
  - The sequence of a transaction discussion is important. You would not want to get too far down a path before establishing the credibility of a potential buyer. It is too expensive to occupy your time and that of your senior leaders with valueless meetings and dialogue. We will separate the "wheat from the chaff." Prepare a Procedures Letter and send it with the CIM to prospective buyers who have executed NDAs.
- **Prepare a Data Room for Due Diligence. Facilitate potential buyers' due diligence for review and control the distribution of confidential information**
  - We will meticulously prepare and manage the data room, ensuring confidentiality and controlling the distribution of sensitive information to potential acquirers. By guiding clients through the due diligence review process, the firm helps mitigate risks and optimize transparency in business transactions.

## DUE DILIGENCE →

- **Receive, evaluate and negotiate Letters of Intent ("LOIs") on your behalf**
- **Assist during management presentations and interviews (if applicable)**
  - Due diligence involves meticulous gathering and detailed documentation of data crucial for a business transaction. However, its comprehensive nature often diverts attention from critical day-to-day operations. Entrust the task to our seasoned Rodefer Moss analysts, who adeptly handle the essential information exchange on your behalf, allowing you to focus on running your business efficiently.
- **Select and negotiate with finalists approved by the Company**

## CLOSING →

- **Assist legal counsel, insurance and other advisors in preparing and completing definitive documentation**
  - With all business transactions, there are many constituents that will rob your time and take you away from important "run-the-business" matters. Our seasoned team will handle the granular communication demands all while making important information exchanges efficient for you.
- **Provide other services in order to assist the Company in completing a Transaction**