



Overview of the Transaction Process

Process and Timeline

Data Gathering:

- Send information request list
- Review with client for available, relevant, and additional information
- Preparation of valuation

Timeline to receive all data:

Preparation of Marketing Materials and Buyer List:

- Confidentiality Agreement for buyers
- "Teaser Letter"
- Confidential Offering Memorandum
- Market Research
- Buyer List
- Receive additional diligence data

Timeline to completion:

Market Outreach:

- Direct outreach to buyer list
- Website marketing
- Buyer follow-up

Timeline to completion: (ongoing)

Indications of Interest:

- Request and receive indications of interest or LOIs from interested buyers
- Review with client
- Accept and sign offer (likely enter into period of exclusivity)

Timeline to completion: (ongoing)

Due Diligence, Client Meetings, and Facility Visits:

- Receive requests for additional data and information from buyer
- Assemble "data room" file
- Facilitate information delivery for review
- Schedule meetings with client and buyer at facility, if possible
- Buyer to secure financing and obtain commitment, if necessary

Timeline to completion:

	Annual Revenue <\$2 million	Annual Revenue >\$2 million
	2-4 weeks	2-6 weeks
	2-4 weeks	4-6 weeks
	4-6 weeks	4-6 weeks
	4 -6 weeks	6 -12 weeks
	2-4 weeks	4-8 weeks

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Purchase Agreement:

- Retain legal counsel
- Obtain draft purchase agreement
- Work with client and counsel to revise and modify terms of agreement in client’s best interest
- Work with counsel on additional ancillary agreements e.g., transition services agreement, lease, non-compete, etc.
- Have counsel prepare additional forms and requirements for the IRS and state e.g., bulk sales, corporate dissolution, purchase price allocation, etc.
- Finalize agreement and schedule closing

Timeline to completion:

Closing:

- Sign all applicable contracts
- Exchange of funds – flow of fund sheet

Timeline to completion:

4 weeks	4-12 weeks
1 day	1 day

Expectations of Client and Advisor

- Advisor will:
 - Communicate regularly with client with updates in the process, buyer activity, buyer requests for information, and any concerns or issues that may arise.
 - Prepare all materials in a professional and thorough way in order to communicate the most effective salient message to a buyer.
 - Represent the client in a professional and ethical way at all times.
 - Place the best interests of the client at the forefront at all times.
 - Understand that client has a business to run and must make that a priority.
- Client will:
 - Communicate to advisor any relevant and material changes in the business, financial performance and/or legal concerns.
 - “Time is of the essence” – provide any requested information for a buyer in a timely manner.
 - Respond to advisor calls, emails, and correspondence in a timely manner.
 - Has a clear understanding of the possible offer ranges that may be expected.
 - Understand that advisor has other clients to serve as well.

[NOTE: All timelines are estimates based on best-case scenarios. Actual timelines may vary.]