PRIVATELY HELD COMPANY

Alamo Corporate Group Inc.

Alamo offers a range of intermediary services including mergers, acquisitions, divestitures, buyer identification, management buyouts, debt restructuring, business consulting, business evaluations and equipment appraisals. Our services while targeted and focused, remain highly confidential.

We are somewhat industry agnostic in terms of the types of companies we represent, but our tendency is distribution, service, manufacturing and transportation, especially energy related.

IN THIS ISSUE

When Will You Want to Consider Earn-Outs?

When is it a good idea to accept an earn-out? There are certain times when they can be effectively used to bridge a gap. Sometimes they can be a great fit and protect both parties.

No one will be surprised or shocked by the fact that today's acquirers seek to acquire companies based firmly on today's earnings and today's book values. Sellers, by contrast, want to sell their companies based on the expected earnings of tomorrow.

Potential acquirers are often accustomed to offering sellers five times EBIT or up to two and a half times book value. This is done by structuring the deal as follows:

-20% notes or consulting/non-compete agreements with the seller

-30% equity

-50% borrowed from the lender.

Quite unfortunately, however, this former conventional structure does not always win out with the acquirers.

Closely Examining the Earn-Out

It is, in fact, rather common for successful acquirers to go beyond the conventional norm when bidding for a company. For those acquirers which are public companies, the use of their publicly traded stock presents a clear advantage. Additionally, for those acquirers which are private companies there is considerable leverage in using the carrot to "pay up" for a given desired acquisition with an EARN-OUT.

> "Acquisition and Corporate Development" co-author James W. Bradley noted that the earn-out is a contingent purchase, one designed to facilitate deals that would have otherwise simply not taken place.

There are situations in which the only way to justify a seller's price is to factor in future earnings considerably above what the buyer can expect with any degree of certainty. In this situation, an earn-out can be used to help a deal

When Will You Want to Consider Earn-Outs? (cont.)

successfully go through. It is important to keep in mind that under some circumstances earn-outs can qualify as non-taxable transactions.

No doubt earn-outs can be complicated both to structure and to monitor. That stated, earn-outs are most desirable under a few different scenarios. For example, let's imagine the following scenario.

Let's say the buyer has limited equity, the seller has substantial price expectations, there exists a considerable price gap between the buyer and seller, the acquisition involves a company introducing new products and finally the owner is willing to stay with the company from between two to five years.

An example for an earn-out formula used by a very successful New York Stock Exchange Company is as follows:

a) Pay the owners one to two times book value at closing.

b) Then pay owners an additional percentage of Net After Tax (N.A.T.) over a five year period.

c) The payment based on the multiple of book value (a) is finally deducted out from the earn out payment (b)

d) Sample of earn-out:

Year	Multiple	Net After Tax
1	x	15%
2	x	15%
3	x	20%
4	x	25%
5	x	25%

What are the Main Considerations?

Of course, there are considerations to factor into the equation. For example, the acquiring company usually places a maximum earn-out or "cap" on the deal. This is done as the acquirer will want to ensure that the income from the earn-out is derived from continuing operations and importantly, not from special, extraordinary or one-time, non-recurring events.

A key reason that the earn-out works for both parties is due to the fact that the acquirer agrees to invest money in the acquisition, and this can come in many forms such as computer systems, etc. This is done to essentially accelerate the N.A.T. In short, while a definitive dollar amount is not pre-determined, the acquirer is in a position where he or she wants to take every step possible to please the owners, as the success of the next acquisition will be voiced by the owners of the last acquisition.

The above variation is just one example of numerous diverse possible alternatives. In fact, the most common benchmark for earn-outs is a percentage of Earnings Before Interest and Taxes (EBIT) with covenants regarding which party makes major decisions, what changes will be allowed, and if necessary, how to implement arbitration.

Ultimately, in the event that a seller is willing to accept an earn-out agreement then it is possible to formulate a more aggressive pricing strategy. In short, the objective of the earn-out is to essentially quantify uncertainty.

The proper utilization of an earn-out gives us a way to bridge the gap between an asking price and a bid price. Further, it also serves as a way to motivate the seller during the period of transition. Importantly, the seller must be satisfied with the initial down payment as compensation for the company, meaning that earn-out payments are perceived as additional bonuses if and when they arrive.

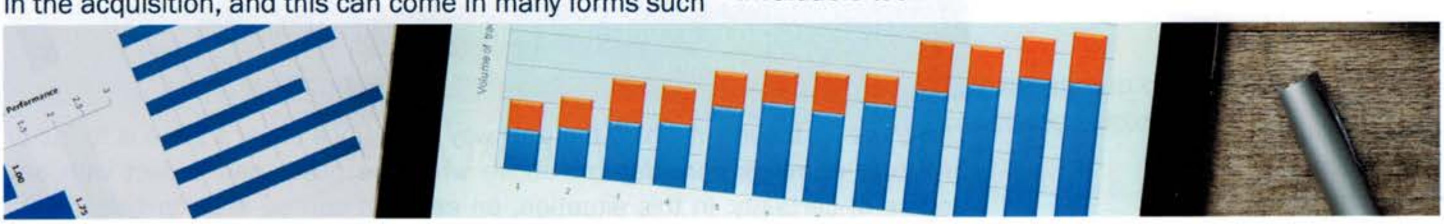
What Can We Learn from This?

Due to a limited number of customers, distributors or handful of suppliers, many manufacturers find themselves in an uncomfortable and vulnerable position. In such situations, acquirers must take steps to protect themselves with an earn-out agreement. It is also important to remember that there is a tendency to use earn-outs as a method of protecting the purchaser who has failed to perform proper due diligence.

Simply stated, earn-outs should be limited to two situations:

1. Offering solutions to legitimate differences
2. When a seller's major concern is to spread out income in taxable transactions with resulting tax benefits.

Creativity and a willingness to compromise are both necessary factors to the success of an earn-out. In the end, when used judiciously, earn-outs can be an invaluable tool.



Taking Stock of Your Company

When it comes to selling a company the very last thing you want is a "skeleton in the closet." The bottom line is that you want to find any problems before a prospective buyer finds them for you.

You want to make sure your prospective buyers can look in and out of your company's closets, metaphorically speaking, and never run into any issues. There are three key areas you should investigate carefully to make sure that your company is in order: finance, management and marketing. Here are some important questions you should ask to make sure you avoid someone else finding an unwanted skeleton.

Finance

Addressing Any and All Bank Problems

Is your company out of financial ratio?

Is your company under particular scrutiny from the bank?

Has your company used its complete credit line and/ or have suspect relations with its bank?

What Are You Doing with Your Cash?

How is your cash management? Does your firm have good cash management?

Is your company taking trade discounts or able to buy at the quantity price?

Do you pay trade payments on time?

Do You have Problematic or Outdated Financials?

Currently, does your company have monthly financial statements?

Does your company have detailed financial cash flow projections?

Are your company's annual financial statements completed three to four months beyond year end?

Are your company's financial statements unaudited?

Management Issues

Company Pride

In general, does your company lack a sense of pride? No doubt determining the level of pride within a company can be a bit difficult, but it is still possible to get a general feel for the overall level of pride a company has. The attitude and body language of employees goes a long way towards determining a company's level of overall pride.

Substantial Changes in Key Personnel

What does managerial turnover look like in your company?

Would a review of the last three years of management show an unusual turnover in key positions?

In the last three years has your company lost your CFO, sales manager and/or vice president of manufacturing?

Substantial Lack of Change

Have there been little or few changes in senior management over the years?

A lack of senior management change can indicate a stagnant business; one that is not up with the times. Such a business could be dominated by the CEO.

Is Your Business in a State of Continual Crisis?

Do you find that you or other key team members are constantly interrupted by emergency telephone calls?

Are you or other key team members constantly interrupted by secretarial demands for immediate decisions?

Taking Stock of Your Company (cont.)

Marketing

Loss of Market Share

Have you lost market share recently?

What steps are being taken to regain market share?

What steps are being taken to improve your marketing efforts?

The key in evaluating market share is to be able to compare unit volume increase or decrease with the direct competition. On occasion a specific price increase will increase dollar sales, but the true measure is unit sales.

Trade Shows

Is your company actively participating in trade shows?

How does your company's booth or presence at a trade show compare to that of the competition?

New Products

The rate and success of new products, services, etc., is partially related to the extent of the company's ability to look ahead. Is your company looking ahead with new innovations and new products?

Here is a great example: part of 3M's success is due to the company's goal to generate 30% of revenue from new products introduced in the past five years. How does your company compare?

Answering these questions will help you ensure that your company doesn't peak or take a turn for the worse. By focusing on maintaining strength in the key areas of finance, management and marketing, your company will not only be healthy and successful but also ready to sell when the day arrives.

Alamo Corporate Group Inc.

Independent Services for Business Buyers & Sellers

This latest issue of The Privately Held Company is compliments of Alamo Corporate Group. Alamo and its affiliates have specialized in ownership transfers of closely held companies since the late 1980's.

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