

Cashing Out

You've sacrificed, scrimped, saved, missed family functions, and poured a good part of your heart and soul into a business that you have built into an organization that has become a part of your very being.

Now you find yourself at the most important crossroads of your economic life – SELLING YOUR BUSINESS!



Whatever the circumstances that brought you to this point be it retirement, selling to a partner or family member, tough economic conditions or moving on to another exciting challenge, maximizing your return on investment (ROI) is never more critical.

The Rivo Consulting Group (RCG) will use all resources, experience and contacts to aggressively market and negotiate the sale, merger or acquisition of your business. We do this devoid of emotional attachment and unrealistic expectations sometimes understandably experienced by business owners. The honesty and aggressive style of RCG's model for arriving at a transaction that best suits you, the client, may not be the right fit for every business owner. While that may be ok, as not every business RCG evaluates is accepted for listing, RCG pledges to offer the best advice based upon years of successful transactions while tempering honesty with empathy and understanding.



Take some time to read this brochure and do your own research. Whether you hire RCG to handle this superlatively important transaction or not, in the interest of helping all business owners, PLEASE engage in ample due diligence and know who the experts really are, seek their

advice and follow it! RCG handles many cases of liquidating clients who have found themselves in profoundly unfortunate situations after sadly selling a life-long business.

RCG is always here to help any business owner with all aspects of corporate administration but if the information contained herein helps just one entrepreneur realize a positive transaction and avert a tragedy, then we have met our responsibility to the business community.

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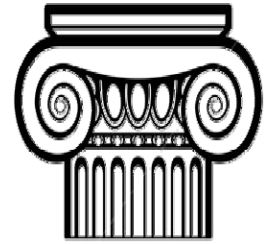
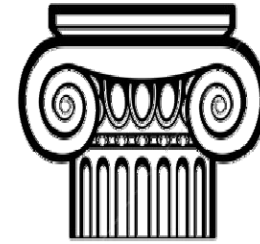
The Rivo Consulting Group is lead by **CEO, ERIC W. VOIDE**, a Connecticut native whose entrepreneurial acumen earned early success. Graduating from Briarwood College after attending Quinnipiac College as a pre-med/psychology major, Eric began working as a COO for an area multigenerational business honing his administration and relationship-building skills. This lead to a position with a NYC-Based German Venture Capital Company. He was entrusted with the acquisition of three struggling operations in Connecticut, New York and New Jersey. Authoring and deploying new business plans; hiring, training and retraining staff; identifying fraud and abuse; developing risk-management and operation plans, overseeing capital improvements and continually monitoring sales and marketing strategies, lead to unprecedented growth for these properties, earning the Connecticut property the ranking of 8th fastest growing business in Hartford Cty. His initiatives caught the attention of a west-coast investment company leading to a complete liquidation of these three properties realizing a huge profit for the investors over five short years. Eric is also a four-time nominee of The Hartford Business Journal's "Top 40 Under 40".

Mr. Voide also became a partner in 32-Panel Sports, a professional sports franchise based in London, Ontario where he was charged with territory and franchise negotiations, annual player contract execution and business/sponsorship development of the organization. Simultaneously, he acted as consultant and player agent for The Connecticut Hammers and consulted with Italy's AC Perugia, Germany's FC Köln, and Galex International in matters of international marketing and product licensing. Eric also brings years of successful brokering experience not only representing business buyers and sellers but having sold many of his own start-ups and acquisitions, realizing huge ROI's.

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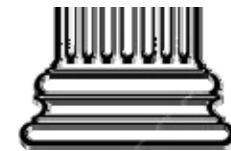


Consulting Group



Mergers, Acquisitions and Liquidations...

It's More Than Just "BROKERING!"



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Getting Started



Just like running your business and undertaking any major challenge in life, selling your business or engaging in an M&A transaction involves proper planning, research, and execution.

With respect to a business, this becomes exceptionally important because the negative impact of a business that is “for sale” for an inordinately long period of time or fluctuates between sales statuses can suffer irreversible harm and impact to perceived and real value.

Before disclosing your plans publicly, ask yourself the following questions:

- Can you adequately evaluate your business?
- Do you know the accurate EBITDA or even SDE for your business?
- Can you effectively negotiate with buyers from a position of strength rather than emotion and urgency?
- Can you effectively ascertain the efficacy of potential buyers’ ability to purchase?
- Do you have time and patience to deal with “tire-kickers” or even “data-miners (spies)”?
- Are you comfortable discussing terms and conditions with potential buyers?
- Do you have an effective NDA and policy in place before releasing any financial data or other sensitive information to potential buyers?
- Can you adequately develop a communication plan for your existing employees?

If the above questions were answered honestly and you had even the slightest issue with any of them, the efficacy of properly executing a beneficial transaction is most likely very slim. You’ve sought out experts throughout your business career from electricians to plumbers, designers, web programmers, communication and security experts and even lawyers and accountants (a word about them later). Selling and M&A is arguably the most important transaction your business will experience and in most cases, there is only one bite of the apple! Take this as seriously as RCG does.

RCG has a rich history of aggressively representing choice business owners and bringing buyers/sellers together. RCG is not a national chain or franchise of “brokers”. RCG is a collection of independent business people rooted right here in CT, who understand the expectations of entrepreneurs like yourself and truly CARE about preserving your best interests and seeing your transaction through to lucrative completion.



What’s It Worth?

The first question every business owner has to visit is “what is the business worth?” This must not be confused with “What do I want to get?” Not unlike some of those “Pawn Shop” television shows, this first evaluation has the potential for contention. While there are many intricate formulae involved in a detailed evaluation, this simple equation (less real estate) is a great place to start:

*Average of last five years **REAL** profit, multiplied by three, added to 95-100% wholesale value of inventory, plus depreciated value of FFE.*

REAL profit does in fact mean what is reported on your corporate return or 1040 Schedule “C”. This is important because banks, SBA programs, venture capitalists and angel investors will be looking at this data first when deciding (or more accurately excluding) which businesses to fund. If you are hiding profit from a cash business, not reporting all sales, expensing all your costs of living, or engaging in other “creative accounting”, RCG doesn’t judge those practices but keep in mind, this does negatively affect a reasonable asking price. However common these practices may be, remember if done, the owner has been “cashing out” all along and to expect an inflated liquidation price is analogous to “double dipping”.

My Neighbor is a Real Estate Agent

Know your experts and what they can and can’t do. Your neighbor may be a dentist too but does that mean he can remove your inflamed appendix?

When the housing and commercial real estate markets began to falter, a lot of real estate agents struggled with diversifying themselves. Many thought they could represent business owners in buy/sell, M&A and liquidation transactions. Most quickly realized (unfortunately at the peril of many business owners), that selling an intangible such as a business is very different from selling scenic views, master bedroom suites and square footage. Many real estate agents, even commercial building agents, lack sufficient experience to aggressively negotiate, engage in ample due-diligence and preserve the rights and interests of business sellers. RCG does employ a team of MLS agents should your business include real estate.

On that same note, attorneys and accountants are terrific resources for their areas of expertise. RCG works with some of the best Lawyers, CPA’s and Enrolled Agents in the state! However, the most beneficial relationship between RCG and these professionals is a symbiotic one. An attorney or account should never be left alone to negotiate the sale of your business. It’s YOUR bottom line and ROI which is the paramount concern of RCG.

Due-Diligence

The world of M&A and liquidation has always been a vicious one. This malevolent climate has only been exacerbated by the tenuous economic climate as of late. As a seller, a business owner truly does get only “one bite of the apple.” It is intensely critical to market, negotiate and close in an aggressive and expeditious fashion. It is nearly impossible to resurrect a business that has been repeatedly listed for sale or one that has experienced many demised deals.

RCG utilizes a comprehensive and proprietary NDA and buyer profile to ensure the validity of a potential buyer. Neither a business owner nor RCG has time for “tire-kickers” or even “spies” employed by competitors to gain knowledge of a business being liquidated or merged. RCG will quickly identify suspicious inquiries and dismiss them in an effort to arrive at a quick and lucrative closing.

This data also becomes invaluable should a business owner decide to extend partial terms when liquidating.

Buyer Representation

Not only consulting with business owners throughout the total merger or liquidation gestation, RCG also helps many of the best business minded individuals investigate and acquire their own business. Acquiring or buying into a business can be plagued with equal treachery as liquidating. Allow RCG, which has extensive experience on both sides of the negotiating table, to be an advocate on the side of the entrepreneur to research and develop benefit analyses on the potential acquisition.

Post-acquisition, RCG also offers comprehensive start-up, HR, business process and management consulting.

A Call-to-Action With RCG

Once the decision to enter into a transaction has been made with the strongest ROI in mind and not trusting this serious decision to a novice or hobbyist, your first call will be to RCG. A dialog will be started identifying your goals and developing a marketing and liquidation strategy.

RCG will present with documentation necessary to evaluate the business and realistically counsel the principal(s). If both the business owner and RCG senior management are comfortable with the relationship, an agreement will be signed. Rates vary depending upon the scope of the project but are based on a percentage of liquidation value. In most cases, there are no up-front administrative retainers and exclusivity IS NOT required.

Call or e-mail right now! It doesn’t cost anything to start a dialog but hiring RCG will most certainly pay!