

A FOURTH GENERATION FAMILY-OWNED FIRM

ADVISING FAMILY AND CLOSELY HELD BUSINESSES

As a 90 year old family-owned business, we understand that the decision to sell your business is never an easy one. The process can produce a great deal of uncertainty and apprehension. For owners, it is often the most important financial decision of their life.

That's why family business owners need a trusted and experienced partner to help guide them. Carl Marks Advisors team of investment bankers and consulting professionals has deep experience with these life changing transactions and a long track record of success helping family businesses through successful transitions.

KEY CONSIDERATIONS WHEN DECIDING TO SELL YOUR BUSINESS

In today's rapidly changing environment, many business owners are facing critical junctures in their companies, including:

- Business owner is nearing retirement age
- Receipt of an unsolicited offer for the company
- Upcoming requirement of a large capital investment (new equipment, real estate, technology, etc.)
- Succession issues (e.g. children not involved in the family business or capital needed to effectuate a succession plan)
- Recent changes in owner's health or marital status
- News of a transaction involving a major competitor, customer or vendor
- Regulatory issues from recent changes or enforcement

If your business is facing these or similar issues, please give us a call and we can think through solutions together. Learn what your business is worth and the options that are available to you.

SALES PROCESS AND TIMELINE — Approximately 6 Months

| Initial Due Diligence <i>Est. Time ~ 4 Weeks</i> | Marketing <i>Est. Time ~ 6 Weeks</i> | Investor Diligence <i>Est. Time ~ 6 Weeks</i> | Closing <i>Est. Time ~ 8-12 Weeks</i> |
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| <ul style="list-style-type: none"> ■ Deal team introduction ■ Carl Marks due diligence, begin collection of information for virtual data room ■ Begin drafting the confidential information memorandum (CIM) ■ Prepare initial list of potential buyers and investors ("Investors") | <ul style="list-style-type: none"> ■ Complete one-page teaser ■ Complete CIM ■ Finalize Investors list ■ Contact Investors with teasers and confidentiality agreements ■ When all Investors contacted, set date for initial bids and send out process letter ■ Collect initial, non-binding bids | <ul style="list-style-type: none"> ■ Evaluate initial bids ■ Invite several select bidders to continue due diligence with company ■ Management presentations and onsite diligence visits coordinated by Carl Marks ■ Sale agreement sent to bidders | <ul style="list-style-type: none"> ■ Final bids due, with financing letters/ purchase and sale agreement mark-up ■ Winning bidder selected—LOI signed ■ Investor finalizes confirmatory due diligence ■ Final negotiations regarding the sale agreement and price ■ Deal closing |

THE RIGHT CHOICE WHEN SELLING YOUR FAMILY BUSINESS

Selling a family-owned or closely held business is a complex process requiring a unique set of skills. With Carl Marks Advisors on your side we quickly cut through the clutter of rapidly changing, complex issues to identify and execute the best solution. From facilitating clear and open lines of communication to ensuring that each aspect of a sale meets your needs and exceeds your expectations, **we are with you every step of the way.**

EXPERTISE

Our team at Carl Marks Advisors has *decades of experience* advising family businesses on solutions that deliver positive results for each member of the family. We are adept at addressing the *individualized needs* and unique issues of each business in order to execute successful sales.

PARTNER LEVEL ATTENTION

The Partners of Carl Marks Advisors provide high-touch service, quarterbacking the sale transaction from sale preparation to closing. Unlike many other firms, there is no "Bait and Switch." We bring *partner-level attention* to each aspect of the deal and guide the seller throughout the entire sale process.

WALL STREET AND "STREET" SMARTS

The Carl Marks Advisors team *combines* the skill set of bankers from *top Wall Street firms with the street smarts* and practical experience of Partners that have owned, operated, financed and sold their own business. We are *pragmatic, with a roll-up-our-sleeves approach*, bringing real world experience in closing transactions.

CREATIVE SOLUTIONS TO COMPLEX PROBLEMS

We bring a *sophisticated and creative perspective* to companies that fly under the radar of the bulge bracket investment banking firms. We take pride in identifying unique structures to *unlock value* and develop *innovative solutions* to complex transactions.

INTEGRATION OF OUR INVESTMENT BANKING AND CONSULTING SERVICES

Our operational consultants can leverage their insights to improve a company's performance before our bankers go to market. The result is a *higher bottom line and increased value* for sale.

For more information, please get in touch:

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OUR EXPERIENCE: SUCCESSFUL FAMILY BUSINESS SALES



The founder of a successful commercial bakery was ready to exit the business, while the remaining two owners wanted continued ownership and growth. Carl Marks Advisors crafted **a solution that satisfied all three owners** through the sale to a large strategic food producer.

"Carl Marks Advisors helped us get the highest price for our business while convincing a strategic buyer to think like a private equity firm so that my partner and I could participate in the future growth of the company."

—Marc Essendorf, CEO and Owner of Tribeca Oven

INDUSTRIAL COLOR BRANDS

The owner of a graphic design shop grew the business into a full-fledged creative production company and software service provider to blue-chip clients. Carl Marks Advisors helped the owner with **a solution that provided liquidity at closing and brought on a partner to support growth.**

"I had virtually all of my wealth tied up in my business and Carl Marks Advisors helped me take a substantial amount off the table while finding a partner to help with the next phase of my company's growth."

—Steve Kalalian, CEO and Owner of Industrial Color Brands



The baby boomer owner of a specialty food company was ready to realize the fruits of his labor and move on to the next phase of his life. Carl Marks Advisors crafted **a sale to his largest competitor who paid top dollar for the business.**

"After working my whole life in my family business, I was ready to move on. Carl Marks Advisors negotiated a sale to one of my competitors and created a sale structure which got me maximum value for all parts of my business. I could not be happier!"

—Steven Wils, CEO and Owner of Harry Wils & Co