

## Tips for M&A Success

### The Definitive Purchase Agreement

The M&A (mergers and acquisitions) agreement is a key component of a successful business divestiture process. A recent article on the subject of business sale contracts noted that, while there are common elements, each M&A transaction is different. Likewise, the definitive purchase agreement must properly reflect these differences.

For your business purchase contracts, keep in mind to carefully incorporate important elements, such as:

- Appropriately stated definitions of terms
- Requirements of a seller after closing the business sale.
- Representation and warranties, complete with schedules and indemnifications and limitations
- How business liabilities will be satisfied
- Closing conditions
- Pre and post-closing promises



Close communications between you, your M&A adviser and a great deal attorney will insure your agreement is crafted to protect your value through closing and beyond.

### Advice for Sellers

Negotiating your business purchase or sale agreement and navigating the stages involved to reach closing will be time consuming and stressful. Value to you and risks will be gained or lost at every turn. Experienced M&A advisers and business brokers counsel owners on the disappointments that occur when the sale process distracts owners from attention needed to keep the firm running at peak performance throughout the process of selling a business. An owner's failure to keep focus squarely on the business will lead to stress, diminished value, perhaps even destroying the ability to sell. One objective of your M&A broker and advisor is to focus on the sale, freeing you to stick to business.

When entering the process of selling your business, understand that any serious buyer will carefully review your company's financials. Proper preparation, adjustments and explanations regarding the firm's financial performance can enhance buyer interest and the value you

ultimately receive. Having the discipline and the knowhow to make these preparations before going into the market is critical to your full success.

### **Use Trusted Pros to Ensure Your Best Outcome**

Selling a business involves the bringing together of multiple areas of expertise, dovetailed to produce your best outcome. Choosing a professional merger and acquisition advisor as your field general to coordinate these efforts among experts is a wise choice to minimize your stress, protect confidentiality, and maximize value, while avoiding costly mistakes. They are able to keep a disciplined approach while implementing strategies, interacting with specialists, marketing and implementing the elements of your sale to your best advantage; that is their skill and their expertise.

Selling your business is likely the single greatest business decision you will ever make in your lifetime, and also may be your largest financial payday. Whether it is a mergers and acquisitions broker and advisor, an investment banker, or a business broker, find someone experienced, who understands the process and who can be the guide and coordinator throughout the process.

*About TOGA, The Oil & Gas Advisor:*

*The Oil & Gas Advisor's team of M&A Brokers and advisors specialize in selling businesses related to the oil, gas, and energy industry. Clients include manufacturers, distributors, services, construction and logistics firms. TOGA is USA's expert in selling propane companies. Since 1987, they have been investment banking merger and acquisitions advisors, providing certified business broker and intermediary services. TOGA's experts are award winning industry leaders with offices in Texas, Oklahoma and Pennsylvania.*

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