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For Buyers and Sellers of Businesses- \$0-\$100M Revenue

Business Team Newsletter

February 2025 Edition

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Inventory Considerations When Buying or Selling a Business



Eric Breidenbach

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Inventory plays a crucial role in many types of businesses, particularly in manufacturing, distribution, and retail. Whether you're a business owner preparing to sell or a buyer evaluating a potential acquisition, understanding inventory valuation and how it affects the purchase price is essential.

What Sellers Need to Know

Buyers, in most cases, will require that the purchase price includes the necessary amount of inventory to operate the

business. The business owner should have an estimate of this amount and systems in place to value it so that the buyer can have confidence in the number. Some considerations:

- Obsolescence & Shrinkage Changing technology, shifting consumer preferences, theft, and damage can all impact inventory value and the quantities that are appropriate to stock. Addressing these factors early can prevent disputes during negotiations.
- Inventory Accuracy Have you conducted a recent physical count? Buyers will scrutinize inventory records, so reconciling any discrepancies in advance can prevent lastminute surprises.
- Valuation Inventory should be valued at the lower of cost or market. If some products are obsolete, overstocked, or damaged, their value should be adjusted accordingly.

How Inventory Affects Purchase Price

When businesses are sold, the purchase price typically includes a specified amount of inventory—e.g., "Price includes \$50,000 of inventory." Since inventory levels fluctuate, a final adjustment is made at closing to reflect the actual inventory on hand:

- If the inventory at closing is less than the agreed amount, the purchase price is reduced by the shortfall. Example: If only \$40,000 of inventory is present, the price decreases by \$10,000 to reflect the missing inventory.
- If the inventory is greater than the agreed amount, the buyer may need to pay extra or negotiate a fair adjustment.

To avoid surprises, buyers and sellers should conduct a physical inventory count before closing, either together or using an independent service.

What Buyers Should Look For

Buyers need to conduct thorough due diligence on inventory to ensure they are receiving what they expected. Key steps include:

- Assessing Inventory Levels Is the stock level appropriate for ongoing operations? Buyers should be aware of excess or slow-moving inventory and negotiate adjustments if necessary.
- Assessing Inventory Controls The systems and management processes for tracking and controlling inventory vary widely among privately held businesses. Investigate what mechanized systems are in place, if any, and what processes and procedures exist to manage inventory quantities and accuracy.
- Inventory Count & Valuation A physical count must be conducted shortly before closing, jointly by the buyer and seller or through a third party. If inventory levels differ from what was agreed upon, an adjustment to the purchase price will need to be made. The buyer can opt to perform inventory test counts early in due diligence to get an early indication of inventory record accuracy.
- Understanding Cycle Counts Some businesses conduct periodic counts of select inventory items (ABC method), where high-value, fast-moving items are checked more frequently. Buyers should inquire about the business's approach to ensure accuracy.

The Bottom Line

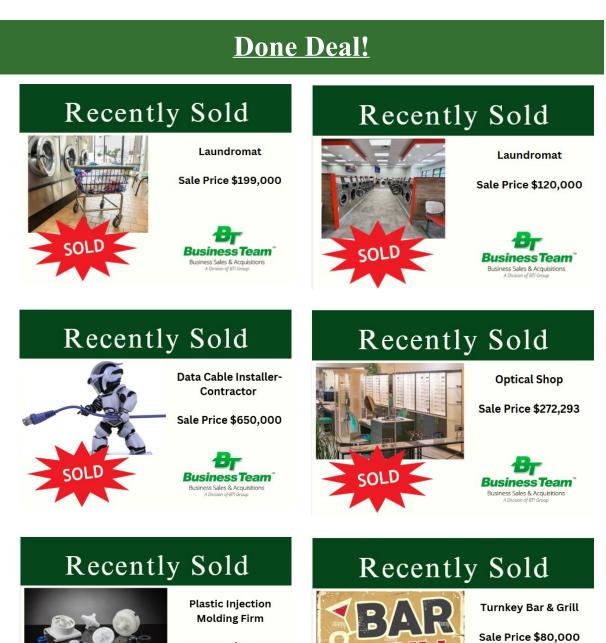
For sellers, presenting an organized and well-documented inventory enhances buyer confidence and reduces transaction hurdles. For buyers, thorough inventory due diligence ensures they are paying a fair price based on actual inventory levels.

Since inventory directly impacts the final purchase price, both parties should work together to ensure accurate inventory counts and fair adjustments—leading to a smooth and transparent transaction.

About Eric Breidenbach

Eric joined Business Team in 2017 and has 25 years of experience brokering the sale of privately held businesses. A

CPA with an MBA, he has been involved in mergers and acquisitions domestically and internationally since 1988. Eric's background spans finance, accounting, and general management, including CFO roles and leading high-growth multistate startups in the Pacific Northwest. He currently oversees Business Team's Seattle office, bringing strategic expertise to business sales and acquisitions.



Sale Price \$287,500







Recently Sold

SOLD

Septic Pumping and Mainentance

Sale Price \$1,750,000



Recently Sold



Steady Transmission Business

Sale Price \$400,000



Recently Sold



Freight Forwarding

Sale Price \$1,100,000

Br **Business Team**[®] ess Sales & Acquisitions



Multi Store Dry Cleaners

Sale Price \$550,000



Recently Sold



Semiconductor Equipment Manufacturer

Sale Price \$5,750,000





Recently Sold

Electric and Construction Company

Sale Price \$5,200,000



Businesses for Sale



E-Commerce Men's Clothing Retailer Listing #: 11571 Location: Los Angeles, CA Gross Sales \$7,447,139 Adjusted Earnings: \$991,813 Asking Price: \$3,900,000



Wholesale Scuba Gear & Wear Listing #: SA11571 Location: Alameda County Gross Sales: \$936,520 Asking Price: \$1,000,000



Bicycle Sales & Service Shop Listing #: 11581 Location: Northern California Gross Sales \$1,084,030 Adjusted Earnings: \$217,668 Asking Price: \$585,000



Micro Electronics Assembly Company Listing #: SA11513 Location: Northern California Gross Sales: \$450,000 Asking Price: \$1,250,000



Established Bath and Kitchen Remodeler Listing #: 11565 Location: Santa Clara County Gross Sales \$1,027,560 Adjusted Earnings: \$290,368 Asking Price:<u>\$550,000</u>



Auto Glass Shop Listing #: 11424 Location: Santa Clara County Gross Sales \$604,350 Adjusted Earnings: \$158,829 Asking Price: <u>\$700,000</u>



Destination Niche Plant Nursery Listing #: SF11549 Location: Northern California-East Bay Gross Sales: \$730,545 Asking Price: <u>\$499,000</u>



Custom-Made Plastics Manufacturer Listing #: 11568 Location: Washington Gross Sales \$215,524 Asking Price: <u>\$225,000</u>



Oil Change & Auto Service Listing #: 11564 Location: Santa Clara County Gross Sales: \$1,000,000 Adjusted Earnings: \$86,842 Asking Price: <u>\$475,000</u>



Established Rebar Fabrication Company Listing #: 11229 Location: Northern California Gross Sales \$7,689,805 Adjusted Earnings: \$533,915 Asking Price: \$2,500,000



Comprehensive Auto Repair Listing #PH11105 Location: Contra Costa County Gross Sales: \$1,493,253 Adjusted Earnings: \$389,005 Asking Price: \$1,295,000



<u>Wholesale Boutique Bakery</u> Listing #:EG10960 Location: Lane County, OR



Structural Engineering Business Listing #: SF11515 Location: Alameda County Gross Sales \$729,983 Adjusted Earnings: \$304,690 Asking Price: <u>\$800,000</u>



Fire Extinguisher Service Listing #11510 Location: San Mateo County Gross Sales: \$247,129 Adjusted Earnings: \$179,146 Asking Price: \$339,000



Residential & Commerical Painting Contractor Listing #SA11450 Location: Sacramento County Gross Sales: \$371,262 Adjusted Earnings: \$156,655 Asking Price: <u>\$250,000</u>



Acoustic Measurement Mfg & Supply Listing #:11304 Gross Sales: \$381,570 Adjusted Earnings: \$103,471 Asking Price: <u>\$299,000</u>



Full Dry Cleaner Plant & Alterations

Listing #SA11285 Location: Placer County Gross Sales: \$172,627 Adjusted Earnings: \$61,219 Asking Price: <u>\$300,000</u>



Jersey Mike's Established Franchise Listing #: SA11443 Location: Sacramento Gross Sales \$708,409 Asking Price: <u>\$750,000</u>



Coffee Shop Listing #: EG11377 Location: Portland, OR Gross Sales: \$249,000 Adjusted Earnings: \$59,417 Asking Price: \$249,000 Location: Northern California Gross Sales: \$422,188 Adjusted Earnings: \$189,068 Asking Price: \$600,000



Wholesale Bakery

Listing #SA11313 Location: Northern California Gross Sales: \$2,737,751 Adjusted Earnings: \$504,631 Asking Price: <u>\$1,800,000</u>



Manufactured Home Resale Brokerage Listing #: PO11552 Location: Clackamas County, OR Gross Sales: \$851,708 Adjusted Earnings: \$270,375 Asking Price: <u>\$795,000</u>



Boutique Online Coffee & Weightlifting Apparel Listing #: SA11364 Location Sacramento County Gross Sales: \$701,981 Adjusted Earnings: \$149,340 Asking Price: <u>\$650,000</u>



Leading Kitchen & Bath Cabinetry Listing #:10740 Location: Northern California Gross Sales: \$4,211,228 Adjusted Earnings: \$334,726 Asking Price <u>\$1,500,000</u>



Pest Control Company Listing # SA11303 Location: Sacramento County Gross Sales: \$579,359 Adjusted Earnings: \$314,733 Asking Price: \$725,000



Award Winning Landscape Business for Sale Listing #:10382 Location: Northern California Gross Sales: \$2,288,622 Asking Price: <u>\$1750,000</u>



Personal Training Gym Listing #:11416 Location: Oakland, CA Gross Sales: \$178,230 Adjusted Earnings: \$103,156 Asking Price <u>\$353,000</u>



Security Guard and Patrol Company Listing # LA11341 Location: Southern California Gross Sales: \$961,416 Adjusted Earnings: \$178,248 Asking Price: <u>\$525,000</u>



Profitable General Engineering Company Listing #: IR11227 Location: Southern California Gross Sales: \$3,107,439 Adjusted Earnings: \$483,120 Asking Price: <u>\$3,600,000</u>

SEE ALL 7,100+ LISTINGS BTI GROUP HAS For additional information, please visit our website. www.business-team.com

SEE ALL LISTINGS



Lara Larkin -Editor

Associate with our Sacramento office bringing over 30 years of experience in the financial services industry to help business owners successfully exit and move on to their next chapter.





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