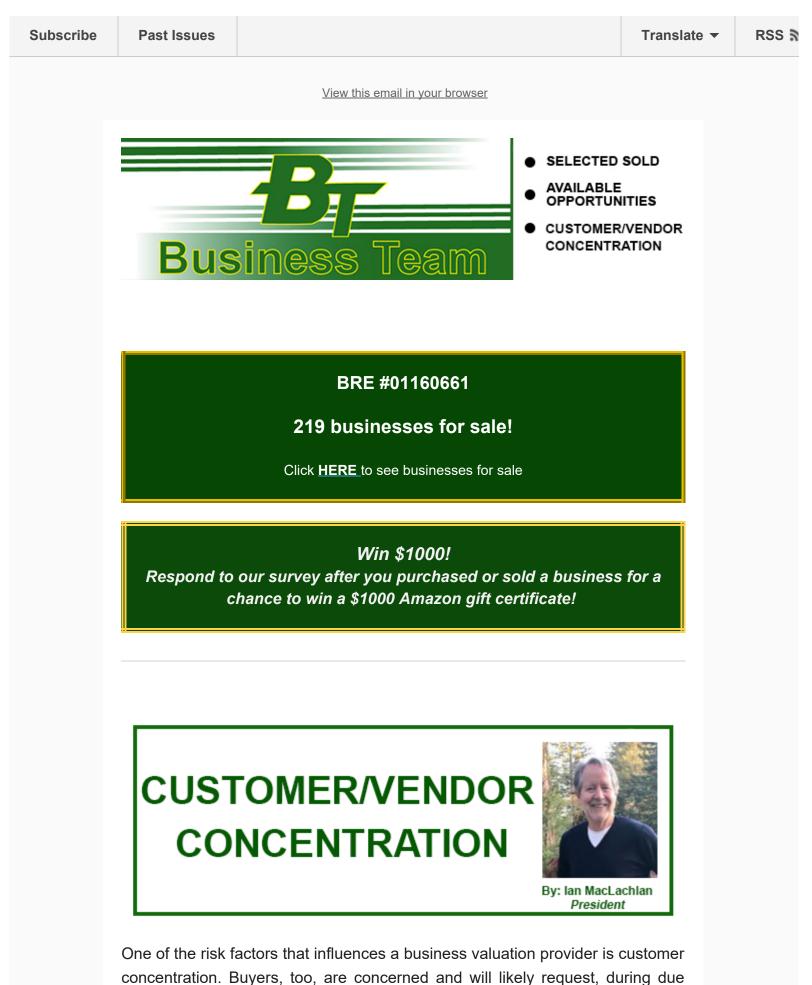
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diligence, that the seller provide a list of the major customers and the percentages of total revenue. A competent business broker will usually include such information in the CBR (confidential business review) prior to going to market in order to avoid surprises.

While concentration can reduce the fixed amount a buyer will pay, often an agreement can be reached with the seller that distributes the risk between the parties – sometimes called an "earnout". The buyer agrees to make additional payments to the seller above the fixed price, based upon certain performance criteria, e.g., gross sales, gross margin, etc. Earnouts can be a practical way to bridge the price gap between buyer and seller and BTI Group / Business Team has structured many over the past few decades – most successful, a few less so.

A similar issue that is often given little thought during the sale process is vendor concentration. Buyers and sellers of businesses usually assume that the manufacturer or supplier of the business will provide the product or service indefinitely but this is not something a business owner should count on—here is a personal example:

I opened a Bridgestone motorcycle dealership in 1970 and within a few months Bridgestone decided to exit the business – it was the only brand I had so I was reduced to repairing flat tires and valve jobs just to keep the doors open while I tried to obtain another line.

Another recent, more devastating, case that illustrates the perils of vendor concentration:

BTI/Business Team sold a retail chain to an existing business as an add on. The buyer grew the business rapidly and sales reached \$40 million. Unfortunately for our client, the main vendor (95% of revenue) pulled the plug with no warning or notice.

Overnight, sales plummeted to almost zero but wages and rents for several dozen locations remained, so bankruptcy was the only option. What was, yesterday, a booming prosperous business became worthless in a blink of an eye.

What are the options for a business owner who intends to sell but has either vendor or customer concentration issues? There are only two: 1) put in motion

a plan, several years before the exit timetable, to spread the risk – new customers, additional vendors or, 2) go to market, if an exit is desired in the near term, with a price and earnout that will induce buyers to share the risks.

About Ian MacLahlan

ian@business-team.com (408) 316-5198

Professional Affiliations: IBBA (past board member) CABB (past president)

Background/Experience:

Mr. MacLachlan is the President and founder of BTI Group (1981), the largest regional intermediary for small and mid-sized businesses, with over 10 offices in the Western United States and over 6,800 completed transactions. He is qualified as an expert witness in California Superior Court. Prior to founding BTI Group, Ian started a chain of motorcycle dealerships which he built into the largest Kawasaki dealer in the U.S. The experience of selling it prompted him to enter the merger and acquisition profession. He is a founder, past President, and former Director of the California Association of Business Brokers, a past Director and current member of the International Business Brokers Association, and a member of M&A Source. He is a frequent speaker at industry conferences. Ian received a degree in physics from San Jose State University.



Top 10 BTI Listings Highest Cash Flow



<u>Profitable,</u> <u>Landmark</u> <u>Power Sport</u> <u>Dealership</u> Gross Sales: Adjusted \$17,656,525 Earnings: \$1,503,482 **Asking Price:** \$5,475,000



Listing #:NV2536 Category:Dealerships Location:Reno



Premier Pool and Spa Construction, Service, and Su

Listing #:NV2550 **Category:**Services Location:Nevada



Gross Sales: Adjusted Asking **Thriving Paving** \$4,754,654 Earnings: Price: Details and \$2,700,000 \$1,049,901 Maintenance Company, Excellent Listing #:NV2547 Category:Building and Construction Location:Northern Nevada Gross Sales: Adjusted Asking **Tree Service** \$2,345,184 Earnings: Price: Details \$1,669,656 \$2,300,000

Gross Sales: Adjusted

Earnings:

\$1,125,941

\$4,291,740



Business with 1.6 Mil Cash Flow!!

Asking

Price:

\$3,100,000



Details

Listing #:8587 Category:Building and Construction Location:Northern California



Established Mental Health Treatment Center

\$2,919,332

Gross Sales: Adjusted **Earnings:** \$977,684

Asking Price: \$2,495,000



Listing #:SA3990 Category: Health and Medical Location:Northern California



20+ Year Successful Commercial Construction Firm

Listing #:NV2539 Category: Building and Construction Location:Nevada



Growing Pawn Business \$1.80MM Inv. Included!

Gross Sales: Adjusted \$2,471,707 Earnings: \$320,232

Gross Sales: Adjusted

Earnings:

\$963,831

\$5,706,984

Asking Price: \$2,000,000

Ŀ Details

Listing #:7882 Category: Miscellaneous Location:San Francisco



Top Bay Area Electrical Contractor

Gross Sales: \$21,608,728

Adjusted **Earnings:** \$2,583,554 Asking Price: N/A



Listing #:SF1098 Category: Building and Construction Location:Northern California





Gross Sales: Adjusted \$29,512,250 Earnings: \$1,842,812

Asking Price: N/A



Listing #:8338 Category:Wholesale & Distribution Location:Northern California

Asking Ŀ \$2,300,000

Price:

Details



Ceramic Parts <u>Mfg. - Avg. 5 yr.</u> Net \$1,000,000

Gross Sales: Adjusted \$3,767,670 Earnings: \$1,156,382

Asking Price: N/A



Listing #:SA3949 Category:Manufacturing Location:Northern California

For more selected opportunities, click here

Selected Available Opportunities

230 Businesses Available

Gross Sales:

\$2,348,997



Importer, **Retailer &** Wholesaler Listing #:8593 Category:Wholesale & Distribution Location:Northern

Tile & Stone

Exceptional Building Products **Supplier**

California

Gross Sales: Adjusted Asking \$2,652,948 Earnings: Price: \$602,574 \$1,250,000

Adjusted

Earnings:

\$671,701

Asking

\$1,750,000

Price:

Details

Details

Listing #:SF9956 Category:Building and Construction Location:East Bay



Luxury Home \$1,999,799 **Construction/Remodeling**

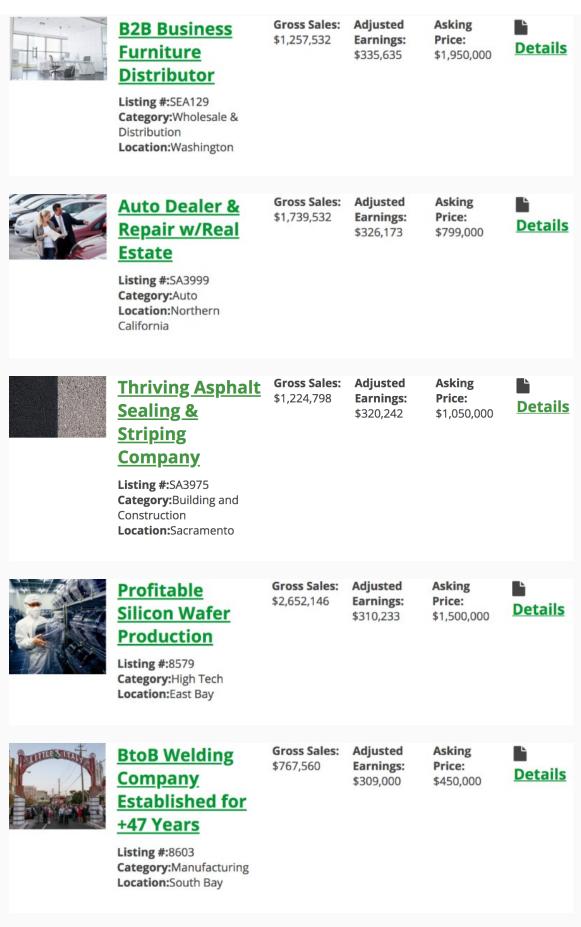
Gross Sales: Adjusted Earnings: \$598,839

Asking Price: \$375,000

Details

Listing #:8568 Category: Building and Construction Location:Peninsula

TIRES & SERVICE FRANCHISE Listing #:8569 Category:Tire Stores Location:Peninsula	Gross Sales: \$2,456,409	Adjusted Earnings: \$585,878	Asking Price: \$1,500,000	Details
Dog Boarding & Daycare Listing #:PH3938 Category:Personal Location:East Bay	Gross Sales: \$941,394	Adjusted Earnings: \$398,407	Asking Price: \$1,200,000	Details
Established Corporate Caterer in NorCal Listing #:SF1092 Category:Catering Location:Northern California	Gross Sales: \$1,816,963	Adjusted Earnings: \$428,958	Asking Price: \$1,750,000	Details
Tickle the Ivory for Profit! Over \$300,000 Income! Listing #:SF1086 Category:Arts, Entertainment & Recreation Location:East Bay	Gross Sales: \$1,205,852	Adjusted Earnings: \$355,487	Asking Price: \$850,000	L Details
School for Mentally Disabled - Highly Profitable Listing #:SA3961 Category:Education and Day Care Location:Northern California	Gross Sales: \$2,137,600	Adjusted Earnings: \$349,308	Asking Price: \$1,250,000	L Details





	Five Star Electrical Contracting - Nets \$294K Listing #:8487 Category:Services Location:Peninsula	Gross Sales: \$439,847	Adjusted Earnings: \$294,738	Asking Price: \$180,000	L Details
ÌÌ	Painting Service Business in NorCal Listing #:SF1088 Category:Professional Location:Northern California	Gross Sales: \$890,268	Adjusted Earnings: \$292,505	Asking Price: \$700,000	L Details
•	Vehicle Leasing /Broker with Dealership License! Listing #:EG0002 Category:Dealerships Location:Western States	Gross Sales: \$7,402,483	Adjusted Earnings: \$289,483	Asking Price: \$1,173,959	Details
	Leading Asian Restaurant - Price Reduction Listing #:NV2521 Category:Food and Beverage Location:Nevada	Gross Sales: \$1,195,713	Adjusted Earnings: \$268,164	Asking Price: \$599,000	Details
	Non-Hazardous E-Waste Recycling Listing #:8601 Category:Services Location:East Bay	Gross Sales: \$1,435,917	Adjusted Earnings: \$912,439	Asking Price: \$1,000,000	Details



WORK CLOTHES & SHOES - NETS **OVER \$250K**

Gross Sales: Adjusted \$1,705,630 Earnings: \$254,076

Asking Price: \$795,000

Ľ Details

Listing #:8580 Category:Clothing Location:Peninsula



<u>Tech Savvy</u> **Electrical Contractor**

Gross Sales: Adjusted \$1,198,000

Earnings: \$232,000



Details

Listing #:SEA128 Category: Building and Construction Location:Seattle

Recently Sold

Contact us for details

Industry	Purchase Price	Industry	Purchase Price
Online Retailer	\$8,000,000	E-Commerce Fashion Boutique	\$4,111,111
Building Maintenance	\$2,350,000	Collection Agency	\$2,250,000
Manufacturing of Proprietary Metal Products	\$2,250,000	Collection Agency	\$2,250,000
Brewery	\$2,152,500	Machine Shop	\$1,900,000
Recycling	\$1,860,000	Grocery Store with Deli	\$1,850,000
Farm produce wholesale distribution	\$1,830,000	Recycling	\$1,539,718
Tile & Marble Retail	\$1,439,869	Preschool	\$1,300,000
Cell Tower Construction	\$1,250,000	Preschool	\$1,140,000
Electronic Manufacturing Service	\$1,830,000	Landscape Material Manufacturer	\$895,000
Preschool	\$1,140,000	Tire Retail	\$1,100,000
Chinese Restaurant	\$1,136,000	Printing Service	\$800,000
Engineering & Consulting Services	\$900,000	Glass and Window Sales and service	\$860,000
Glass & Shower Door Retail and Installation	\$800,000	Physical Therapy	\$590,000
Staffing Agency	\$800,000	Installers of custom glass	\$800,000
Window Cleaning	\$795,000	Gas Station	\$795,000
Air Compressors Sales, Service	\$756,000	Specialty Food Distributor	\$730,000
Coin Laundry and Real Estate	\$630,000	Tire Retail	\$600,000
Physical Therapy	\$590,000	Limousine Service	\$575,000

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Wholesaler of Promotional Product	\$523,541	Oil Change	\$500,000
Steel Fabricators	\$500,000	Baking Company	\$490,000
Printer and Data Service	\$480,000	Direct Mail Advertising	\$475,000
Direct Mail Advertising	\$475,000	Tire Retail	\$475,000
Property Management	\$462,000	Laboratory	\$450,000
Moving and Storage Company	\$450,000	Printing	\$450,000
Tire Retail	\$450,000	Laboratory	\$440,000
Market and Café	\$410,000	Vitamin Store	\$405,000
Tutor Center	\$405,000	Flooring	\$380,000
Chinese Restaurant	\$335,000	Flower Retail	\$325,000
After school education	\$325,000	Pet Boarding and Kennels	\$325,000

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Marion Gloege, Editor

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