

# M&A TRANSACTION SERVICES

**SUCCESSFUL PARTICIPANTS IN THE M&A MARKETPLACE UNDERSTAND THE NEED TO PLAN APPROPRIATELY AND MAINTAIN STRONG COMMUNICATION AMONG THE VARIOUS PROFESSIONALS AND PARTICIPANTS INVOLVED IN A TRANSACTION.**

Experienced in the broad spectrum of M&A transactions, BDO Consulting's knowledgeable advisors work effectively with other professionals and participants helping clients analyze and capitalize on the many opportunities available in today's marketplace. We provide these services to the buy-side as well as the sell-side.

## Due Diligence & Transaction Services

### ► DUE DILIGENCE SERVICES

#### Investigative Due Diligence

- Background checks expose hidden elements of prospective transactions and relationships
- Refine information into intelligence for clients
- Alert clients to risk and advise on mitigation

#### Accounting Due Diligence

- Analyze financial reporting issues
- Review accounting compliance
- Perform forensic accounting review (e.g., Foreign Corrupt Practices Act, computer forensics)
- Review federal, state, local and international taxes
- Conduct collateral audit /confirmation

#### Financial Due Diligence

- Review quality of earnings
- Analyze EBITDA adjustments
- Analyze financial projections
- Review working capital trends and requirements
- Analyze cash flow

#### Business Person's Review

- Review business plan feasibility
- Review capital expenditure requirements
- Analyze operations
- Assess information system
- Review Human Resource issues



BDO Consulting, a division of BDO USA, LLP, provides litigation, investigation and restructuring services to major corporations, law firms, insurance companies, financial services entities and government organizations. Our highly experienced and well-credentialed professionals draw upon a range of industry knowledge and completed consulting engagements throughout the United States and internationally to provide clients with unparalleled service. BDO Consulting leverages the global industry and accounting knowledge of the BDO international network, providing rapid, strategic advice to assist our clients with dispute resolution, mergers and acquisitions, financial solvency and regulatory compliance issues.

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## ► TRANSACTION SERVICES

### Business Integration Services (pre & post acquisition)

- Identify cost reduction and profit improvement opportunities
- Assist with organizational redesign to eliminate redundant functions, controls and positions
- Assist with process flow redesign and technology integration
- Conduct fraud risk assessment
- Implement critical anti-fraud procedures

### Buy/Sell Agreement Issues

- Assist in determining purchase price adjustment calculations
- Serve as arbitrator in post-acquisition disputes
- Assist buyer/seller in identifying and presenting claims to a trier of fact

### Financial Reporting Assistance

- Provide audit and tax services
- Improve accounting department operations and financial close processes
- Assist with implementing best practice accounting policies and procedures
- Assist with federal, state and international tax planning and compliance
- Assess internal controls
- Assess technology risk and security
- Review purchase price allocations

### Sale or Purchase Representation

### Cash Flow, Tax Impact and Financial Modeling

### Capitalization and Financing Services

### Distress M&A Transaction Support

### Choosing BDO Consulting

Our clients choose us for the unique combination of personal involvement and attentiveness of a trusted advisor, with the skills, knowledge and breadth of services of our international network. BDO Consulting is able to handle matters ranging from the largest international deals that leverage the firm's global resources, to smaller transactions that require a national firm with local presence.

### Multidisciplinary Approach to M&A Services

- Tailored team of professionals with experience suited to client M&A needs
- Comprehensive suite of M&A services
- Perspective of practicing professionals experienced in various aspects of the M&A process

### Right Size and Experience

- Experienced business and technical professionals
- Delivery of quality services
- Streamlined, accessible organizational structure

### Active Involvement of Senior Professionals

- Excellent staff-to-partner ratio
- Continuous access to experienced service teams
- Commitment to staff continuity
- National technical and industry practitioners

### Our Approach and Professional Experience

BDO Consulting is uniquely suited to provide mergers and acquisitions services to both the buy-side and sell side worldwide.

Whether your transaction requires pre-acquisition or post-acquisition assistance, the BDO Consulting Mergers & Acquisitions Transaction Services practice brings together experienced professionals suited to your assignment—based on industry, deal size and services required. Our mergers and acquisitions professionals have significant operational and financial experience, as well as a depth of industry knowledge.

For certain transactions, BDO Consulting may also draw upon experienced investment banking and business valuation professionals within BDO Capital Advisors, LLC and BDO Valuation Advisors, LLC, separate legal entities affiliated with BDO USA, LLP, providing mergers and acquisition advisory services, investment banking, corporate finance and valuation services to clients in the United States and abroad.

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