

BUY-SIDE FINANCIAL DUE DILIGENCE FOR MIDDLE-MARKET COMPANIES

Miller Cooper's dedicated merger and acquisition team specialize in providing acquisition related services to strategic and financial investors of all sizes. We have a special expertise working with buyers of closely-held businesses. Unlike many large national or regional consulting firms, we focus on understanding your needs, no matter how large or small the transaction. Our unique approach provides cost-effective, practical, and timely financial advice prior to your business investment. Our buy-side services include:

- Analysis of accounting methods and financial reporting practices
- Assess historical quality of earnings and cash flows
- Verification of reported adjustments to EBITDA
- Normalize historical earnings calculations
- Assess quality of acquired assets and completeness of assumed liabilities
- Consider and quantify off-balance sheet commitments
- Evaluate quality of working capital and calculate working capital benchmarks
- Provide assistance with valuation and purchase price
- Provide assistance with deal terms and sources of financing
- Provide tax analysis and deal structuring to maximize tax benefits

POST-ACQUISITION SERVICES Many entrepreneurial business owners need assistance with a variety of post-close accounting and business issues. Miller Cooper has a full bench of professionals ready to assist. Our post-closing services include:

- Purchase price allocation
- Working capital true-ups
- Conversion to Generally Accepted Accounting Principles (GAAP)
- Internal control analysis and systems improvement recommendation and improvement
- Outsourced CFO/controller/bookkeeper
- In-house recruiter focusing exclusively on searching and placing accounting professionals
- Income tax compliance (federal & state income tax, sales tax, payroll tax, etc.)
- Technology services (support, integration, hardware & software selection, etc.)
- Employee benefit plan consulting