

# Sell-Side Deal

## 1. Assemble Your Team



- Engagement with DCL to formalize the attorney-client relationship and other service advisors as needed.

## 2. Kick-Off Call



- Information gathering call with DCL Team to discuss goals and objectives for a successful transaction.

## 3. Nondisclosure Agreement



- Draft form NDA to enter into with potential buyers before providing confidential information about the business. Upon signing NDA, buyer will receive high-level information regarding Target to submit LOI.

## 4. LOI & Offer Negotiation



- Review and negotiate LOIs received from potential buyers.
- Signed LOI signifies agreement on deal structure and major terms.

## 5. Respond to Due Diligence Requests



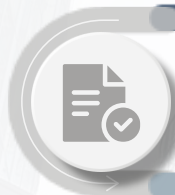
- Prepare information and documents in response to buyers Due Diligence request list.

## 6. Purchase Agreement



- Review and negotiate Purchase Agreement.
- DCL team prepares Closing Checklist.

## 7. Ancillary Agreements



- Review and negotiate Ancillary Documents (Noncompetition Agreement, Consulting Agreement, Seller Note, Security Agreement, Assignment of Lease, Consents, etc.).

## 8. Closing Prep



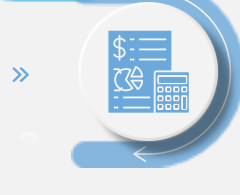
- Draft Closing Documents (Bill of Sale and Assignment, Assignment of Contracts, Assignment of IP, etc.).
- Obtain approvals (regulatory or third-party) and payoffs.
- Closing conditions and deliverables are satisfied.

## 9. Closing



- Ancillary and Closing Documents are signed and released.
- Funds wired to appropriate parties.

## 10. Post-Closing Deliverables & Transition



- Working capital calculations and adjustments, release of escrow, earnouts, etc



# M&A Deal Highlights

## Typical M&A Transactions:

**Sell-Side:** \$5M - \$100M

**Buy-Side:** \$1M - \$10M

**Timing:** 30 – 90 days from signed LOI

**We Represent:** Buyers, sellers, stockholders, management team members, investment and individual investors, and more.

## Why Choose Doida Crow Legal

### WE'RE ENTREPRENEURIAL LAWYERS

We take an entrepreneur's view of the world. Risk certainly isn't avoidable, but, it's manageable. We help guide our clients through risk assessment and the probability of deals, and aim to take the load off our client's plate.

### OUR GOAL IS AN EXCEPTIONAL CLIENT EXPERIENCE

We're focused on service and successful business outcomes. We do this by customizing project scopes to meet our client's specific needs and follow our tried and true internal processes that keeps everyone rowing in the same direction.

### WE OFFER FIXED FEE PROJECTS

We're reframing the value of legal services by offering fee structures based on project scope. It allows our team to develop a deeper understanding of our clients' business needs and tailor our legal solutions for them. It allows our clients to use us to the fullest extent and stop worrying about a ticking clock.