



THE POWER OF BEING UNDERSTOOD

BUY-SIDE DUE DILIGENCE

Making an acquisition is risky business, but objective due diligence can help you mitigate those risks and highlight the transaction's real opportunities

As a buyer, you want to be sure you're making the right acquisition. That's why it's important to analyze and validate your financial, operational and strategic assumptions through objective due diligence.

Understanding your opportunities and your risks

Proper due diligence is an important part of assessing whether to proceed with an acquisition. And, if you decide to go forward, the due diligence process will help you structure the deal and prepare for negotiations. Our comprehensive process encompasses financial, information systems, human resources, operational and tax analyses to reveal both the risks and opportunities of a potential transaction to help you make the right decision.

An integrated team approach

You will work with a dedicated transaction advisory team, consisting of specialists from diverse industry and professional backgrounds—including financial, tax, operations, human resources and information technology—who provide recommendations to address your specific needs.

This integrated approach allows us to serve your needs across the entire transaction process—from working with your attorneys and other advisors to devise cost-effective tax structuring alternatives to identifying and mitigating risks as quickly as possible.

Our team of senior-level professionals will work closely with you to understand your unique situation and develop timely and creative solutions that fit your distinct needs, while providing the personal attention you deserve.

Resources around the globe

Whether you're a private equity group in need of transaction advisory services or a corporate buyer looking for due diligence assistance, you will have access to seasoned professionals throughout the United States and around the world, thanks to our affiliation with RSM International, the world's sixth largest network of independent accounting and consulting firms.

Our responsiveness, depth of experience and global reach mean we can provide resources wherever and whenever you need them.

Services for every step in the transaction process

With RSM, you will benefit from a full range of experienced professionals able to address your needs across the transaction spectrum. Our services include:

Buy-side due diligence

Through rigorous due diligence, we address financial, tax and post-transaction integration issues to help you complete transactions efficiently and effectively while protecting your interests. We can:

- Assess the quality of earnings and cash flow
- Analyze the quality of assets and liabilities
- Identify internal control weaknesses related to systems and personnel
- Recommend the optimal deal structure from a tax perspective
- Identify federal, state and local, and international tax compliance risks and issues

- Plan and analyze tax step-up issues
- Review various tax attributes available to a buyer
- Review purchase agreements
- Identify IT infrastructure and system issues and future cost savings and requirements
- Produce a detailed issues report
- Provide working capital adjustments and analysis for closing

Post-transaction

Post-transaction, we help with purchase accounting and opening balance sheet issues and also assist investors in divesting portfolio companies to realize maximum investment returns. We identify transitional issues and assist with integration. Using our internal audit and tax experience, we proactively counsel newly acquired portfolio companies on day-to-day operations.

Sell-side due diligence

When the time is right, we also perform sell-side due diligence to help you prepare for a sale. Our process prevents unanticipated surprises during buyer due diligence and includes:

- EBITDA adjustment identification and support
- Carve-outs
- Divestitures
- Internal resource support and augmentation
- Data room preparation
- Identification and resolution of historical income tax liabilities
- Tax structuring assistance
- Tax modeling and tax benefit analysis
- IRC section 280G analysis
- Transaction cost studies
- IRC section 382 analysis and attribute review
- Tax step-up quantification and incremental tax analysis
- Earnings and profits (E&P) studies

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