

The Warner Group, LLC  
Serving Midwest Auto Dealers since 1997  
Trusted. Professional. Able to deliver results.

Road to the Sale  
The Warner Group, LLC Auto Dealership Brokers

- Consult with dealer principal concerning the goals the dealer is looking to accomplish
- Review dealership financial statements, asset lists, and management reports and develop an earnings recast of related items to determine the EBITDA+OC
- Develop an opinion and present this opinion to seller client
- Develop a buyer's pro forma based on the proposed selling price and apprise seller of the funds necessary to close the proposed future sale. Set policy to avoid disclosure to underfunded prospects
- Develop the closing strategy and timing with seller.
- Interact as needed with seller's tax and legal counsel to discuss seller's post sale net proceeds, timing for any tax-free exchanges, and addressing ownership/transfer issues (or suggest to seller to do so.)
- Digitally photograph all fixed assets.
- Compile all financial/due diligence materials, land information, and sales history (factory composite/comparison reports) and further accumulate any information the buyer may need to close
- Assemble 3 years of sales history, service satisfaction and sales satisfaction information from the manufacturer(s)
- Prepare a Memorandum of Offering included all of the due diligence information above in a professional form to provide to qualified buyers (may be from 50-100 pages.)
- Manage all communications, both written and oral, between buyers and sellers parties and all financing institutions, and provide seller a copy of all such communication regularly. Archive all communications.
- In conjunction with seller's counsel, prepare, negotiate, and execute all letters of intent to enter into a definite purchase agreement.
- Provide experience of negotiating and executing numerous buy sell agreements in the creation of deal points and contract terms and incorporate these key deal points into the first draft of the buy sell, with seller's counsel.
- Along with counsel, negotiate the buy sell agreement and further assist with the execution of the agreement.
- Assist and monitor buyer's progress in the preparation of the franchise application and pro forma and further assist in the buyer's approval process to ensure sale is completed without delay and on schedule.
- Monitor the packages progress with the respective manufacturer's Market Representation Manager. Provide copies of all correspondence and notes of phone conversations with factory personnel, to the seller client.
- Coordinate and manage the environmental audits. (Phase one, phase two if necessary)
- Schedule, monitor, and expedite any remediation should it become necessary after the environmental audits.
- Schedule and monitor the property survey should the buyer elect to survey the real estate. Obtain copy for seller.
- Compile and negotiate the assumption of the seller vendor/lease obligations, (computer, telephone, copier, long distance, etc.) Follow up vendors concerning estoppel certificate and the assignments of any deposit.
- Coordinate, manage, and expedite the financial due diligence.
- Obtain the due diligence releases as the phases of due diligence progress to insure contract compliance by buyer and seller parties. Give notice of all dates to perform under the contract.
- Assist in cataloging and monitoring the fixed assets inspection at closing, and obtain the necessary releases as it relates to fixed assets.
- Coordinate, manage, and expedite the parts physical inventory. Counsel parts employees, seller and buyer on the disposition of obsolescence and on any packaging issues. Negotiate the obsolescence and accessories purchases should it become necessary.
- Coordinate and manage the purchases of the new and used vehicle inventory. This will include the interaction with the lenders in relation to reconciling the floor plan with the buyers and the seller's controllers.

- **Coordinate the closing process between the sellers and buyers parties. Attend the closing and further be available to negotiate any last minute issues which normally occur on closing day.**
- **Coordinate on seller's behalf and negotiate any post closing items after the sale that may occur and need to be settled.**
- **Further be available to the seller for any other items or issues related to the sale for a period of two years, post closing.**