The International Business Broker Association (IBBA) and M&A Source present the Market Pulse Quarterly Survey Report in partnership with ongoing research conducted by the Pepperdine Private Capital Markets Project at Pepperdine University’s Graziadio School of Business and Management. The national quarterly Market Pulse survey was created to gain an accurate understanding of the market conditions for businesses being sold in the Main Street market (values $0 to $2 million) and lower middle market (values $2 million to $50 million). The survey was conducted with the intent of providing a valuable resource to business owners and their advisors.

The Q4 2013 survey was completed by 238 respondents, from 38 states. The majority of respondents (59%) had at least 10 years of experience in the M&A industry.

**MARKET SEGMENTS STUDIED**

<table>
<thead>
<tr>
<th>MAIN STREET</th>
<th>LOWER MIDDLE MARKET</th>
</tr>
</thead>
<tbody>
<tr>
<td>&lt; 500K</td>
<td>$2MM-$5MM</td>
</tr>
<tr>
<td>$500K-$1MM</td>
<td>$5MM-$50MM</td>
</tr>
<tr>
<td>$1MM-$2MM</td>
<td></td>
</tr>
</tbody>
</table>

A full copy of the Market Pulse survey results is available to IBBA and M&A Source members who participate in each quarterly survey. This is a 70-plus page document of up-to-date relevant information on the state of the marketplace and compiled by Dr. Craig Everett, assistant professor of finance at Pepperdine University’s Graziadio School of Business and Management and director of the Pepperdine Private Capital Markets Project.

To become a member, please contact the IBBA and M&A Source headquarters at admin@ibba.org or (888) 686-4222.
“It appears that 2014 is shaping up to be a perfect storm for M&A activity,” said Scott Bushkie, president of Cornerstone Business Services. “Valuations are staying strong, sellers are gaining greater leverage, and boomer retirement is driving sellers to market. We’re also seeing stronger support from traditional lenders, and that’s enabling more corporations, PE firms and individual buyers to come to the table, increasing an already record-size buyer pool. Given the number of positive market indicators, it’s not surprising that advisor sentiment is overwhelmingly positive for the upcoming year.”

M&A ACTIVITY

When it comes to the number of deals closed, Market Pulse survey respondents generally did the same or better in 2013 than they did in any of the past three years. However, 2013 still appeared to fall short of deal volumes in 2008, the market’s previous peak and surprisingly 2009.

![Figure 2: Did Respondents Close More Transactions in 2013 Than Previous Years](image)

The vast majority of respondents expect more deals to close in 2014, with 87 percent projecting an increase in their completed deals and only three percent expecting a decline. Likewise, the majority of advisors anticipate that overall deal volume will increase.

In the Main Street market, advisors expect deal volume to increase in the first quarter of 2014 at a 3.1 ratio versus those who expect it to remain stable or decline. In the lower middle market, that ratio dips to 2.1 for the number of advisors expecting increases.

While anticipation is high, fourth quarter numbers do seem to justify that optimism as respondents reported a notable increase in clients. On a five-point scale with 1 representing “greatly decreased” and 5 representing “greatly increased,” respondents rated median scores of 3.5 to 3.8 across market sectors in fourth quarter 2013 compared to 3.1 to 3.2 for fourth quarter 2012.

BIGGEST HURDLES & BIGGEST MISTAKES

Advisors reported three common hurdles to getting deals closed in 2013:

- 27% pointed to valuation issues
- 19% cited financing issues
- 13% reported deal fatigue

Conversely, the biggest contributors to getting deals done this year were clear price expectations (33%), a larger buyer pool (26%), more sellers in the marketplace (13%), and more aggressive financing (11%).

These findings are particularly relevant in light of a related question in which advisors indicated the biggest mistake sellers make that hurt their chance of successfully closing a deal: unrealistic expectations (39%), poor financial records (14%), declining business sales (15%), and waiting too long/burnout (14%).

“According to our survey, the largest mistake sellers make is unrealistic expectations, and that’s typically tied to valuations,” said Steve Wain, chairman of IBBA. “This once again confirms the importance of sellers working with business brokers/M&A advisors who focus on continuing education and specialize in the industry; those who will tell the business owner not what they necessarily want to hear just to get a listing contract, with little chance of sale, but what they need to hear in order to make a well-informed decision as to whether now is the right time to go to market or not.”

Wain goes on to say, “You typically only get one real chance to sell your business, and you want to make sure you do it right the first time.”
BUYER AND SELLER MARKETS

Again, we find that as the deals get larger, advisors are more likely to describe conditions as a seller’s market. And while the market is still clearly polarized, we are seeing a shift toward greater seller leverage in every sector, when compared to fourth quarter 2012.

<table>
<thead>
<tr>
<th>REASON TO MARKET</th>
</tr>
</thead>
<tbody>
<tr>
<td>Retirement was the number one reason driving sellers to market in all sectors; except within the $500,000 and under market in which burnout led. Burnout was the second most commonly cited reason for sale in all categories from $500,000 to $5 million. And within the $5 million to $50 million market, acquisition took second place at 14 percent, followed by health (9%) and unsolicited offers (9%).</td>
</tr>
</tbody>
</table>

“It’s always troubling when burnout sets in,” says Dr. Craig Everett, director of the Pepperdine Private Capital Markets Project. “We often see business performance decline or sellers are so clearly worn out that they lose their leverage in negotiations. Worst case scenario, they cannot hold on for an extended sale period and end up liquidating their assets at a discount.”

“But in the largest market segment, we see clear evidence of seller leverage based on the percent of sellers coming to market due to acquisitions and unsolicited offers,” Everett continued. “They are finding that a sale makes sense right now because of the surprisingly strong valuations driven by artificially low interest rates.”

MULTIPLES

Year over year, fourth quarter multiples stayed flat in every sector, except for deals valued from $5 million to $50 million, in which the median multiple increased by half a point. Figure 5 below shows median figures for the fourth quarter along with the most common multiple ranges.
The majority of Main Street deals valued at $1 million or less were defined by SDE, not including any working capital. No clear trends emerged for deals in the $1 million to $5 million range, as those deals were defined by a combination of SDE and EBITDA with and without working capital. For deals in the $5 million to $50 million range, the vast majority (72%) were defined by EBITDA, including working capital.

"We often see business performance decline or sellers are so clearly worn out that they lose their leverage in negotiations. Worst case scenario, they cannot hold on for an extended sale period and end up liquidating their assets."
DEAL STRUCTURE

With larger deals, lenders contributed a greater percentage of financing. In the $5 million to $50 million sector, mezzanine financing kicked in a noticeable way.

Figure 7: Deal Structures Q4 2013

<table>
<thead>
<tr>
<th>EQUITY</th>
<th>SELLER FINANCING</th>
<th>SENIOR DEBT</th>
<th>EARN OUT</th>
<th>SELLER RETAINED EQUITY</th>
<th>MEZZANINE</th>
<th>OTHER</th>
</tr>
</thead>
<tbody>
<tr>
<td>&lt;$500K</td>
<td>54%</td>
<td>17%</td>
<td>14%</td>
<td>4%</td>
<td>2%</td>
<td>-</td>
</tr>
<tr>
<td>$500K-$1MM</td>
<td>44%</td>
<td>16%</td>
<td>28%</td>
<td>4%</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>$1MM-$2MM</td>
<td>33%</td>
<td>17%</td>
<td>37%</td>
<td>3%</td>
<td>-</td>
<td>4%</td>
</tr>
<tr>
<td>$2MM-$5MM</td>
<td>23%</td>
<td>24%</td>
<td>39%</td>
<td>2%</td>
<td>3%</td>
<td>4%</td>
</tr>
<tr>
<td>$5MM+</td>
<td>40%</td>
<td>13%</td>
<td>15%</td>
<td>2%</td>
<td>5%</td>
<td>26%</td>
</tr>
</tbody>
</table>

TIME TO CLOSE

Year over year, deals closed faster in fourth quarter 2013. Analysis showed a sizable seven-month drop in the median close time for businesses valued at $5 million to $50 million and slight improvements in almost every other sector. Figure 9 below shows median figures for the fourth quarter along with the most common ranges in time to close.

Figure 8: Median Time to Close (Months)
BUYER LOCATION

In the same way that larger deals take more time to close, they are also more likely to draw buyers from farther away.

“When it comes to marketing, it’s helpful to know where to target your efforts. If you’re a small company, you have almost a 75 percent chance of finding your buyer within a 50-mile radius,” said Bryce Degroot, president of Compass Advisors. “And if you’re a seller in the $5 million to $50 million sector, you have only a 10 percent chance of finding a buyer in that radius.”

Of note, 49 percent of sellers in the $500,000 or less sector found their buyer in the same city, while none of the buyers in the $5 million to $50 million sector came from the seller’s hometown.

BUYER TYPES

The market was dominated by individual buyers this past quarter, most of them first time business owners. Existing companies had the strongest presence in the $2 million to $5 million sector at 41 percent, but were still trailing behind individual buyers at 47 percent. In the $5 million to $50 million sector, private equity groups were the primary players, representing 60 percent of closed transactions.
Given that individual buyers dominated the market, it is not surprising that advisors cited “buying a job” as the number one reason driving Main Street buyers to market in the fourth quarter. In the $2 million to $5 million sector, horizontal add-on was the leading driver at 47 percent, followed by buying a job at 23 percent.

**HOT INDUSTRIES**

<table>
<thead>
<tr>
<th>Sector</th>
<th>Industry</th>
<th>#1</th>
<th>#2</th>
<th>#3</th>
</tr>
</thead>
<tbody>
<tr>
<td>&lt;$500K</td>
<td>Personal Services &amp; Restaurants – 20%</td>
<td></td>
<td></td>
<td>Business Services – 18%</td>
</tr>
<tr>
<td>$500K-$1MM</td>
<td>Personal Services – 22%</td>
<td>Wholesale/Dstr – 16%</td>
<td></td>
<td>Business Services – 14%</td>
</tr>
<tr>
<td>$1MM-$2MM</td>
<td>Health Care – 21%</td>
<td>Retail, Construction, Manufacturing – 15%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>$2MM-$5MM</td>
<td>Manufacturing – 41%</td>
<td>Retail – 18%</td>
<td>Wholesales/Distr &amp; Healthcare – 12%</td>
<td></td>
</tr>
<tr>
<td>$5MM+</td>
<td>Retail – 23%</td>
<td>Manufacturing &amp; Business Services – 18%</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
The Certificate in Private Capital Markets (CIPCM) is a three-day curriculum-based training program developed by Dr. John Paglia in association with his ground-breaking research, Pepperdine Private Capital Market Project.

- Designed for business owners and professionals employed within the finance, banking, investment, mergers and acquisitions, valuation, management consulting, legal, and accounting fields
- Learn in-depth critical analysis and evaluation skills necessary for successfully operating a business within the private capital markets
  - Overview of Private Capital Markets Theory and Sources of Capital
  - The Role of Intermediaries
  - Angel Investments, Venture Capital, and Other Early Stage Financing Sources
  - Senior Debt, Cash Flow-based, Asset-based Lending and Factoring
  - Mezzanine and Private Equity Capital
  - Determining the Cost of Capital Using The Pepperdine Private Cost of Capital Model
- CPA, MCLE, CFP Continuing Education Credit Available

REGISTER: bschool.pepperdine.edu/cipcm
Building wealth by making better investment and financing decisions.

PEPPERDINE UNIVERSITY GRAZIIDIO SCHOOL OF BUSINESS AND MANAGEMENT
6100 Center Drive, Los Angeles, CA 90045

For more information, visit: bschool.pepperdine.edu/cipcm
ABOUT PEPPERDINE UNIVERSITY GRAZIADIO SCHOOL OF BUSINESS AND MANAGEMENT

Founded on the core values of integrity, stewardship, courage, and compassion, Pepperdine University’s Graziadio School of Business and Management has been developing values-centered leaders who advance responsible business practice since 1969. Student-focused, experience-driven and globally oriented, the Graziadio School offers fully accredited MBA, Masters of Science, bachelor’s completion and non-degree executive business programs for business professionals, entrepreneurs, managers and senior executives at all stages of their professional and personal development.

The Pepperdine Private Capital Markets Project reports on the current climate for privately held companies to access and raise capital, as well as the conditions influencing the decisions of lenders and providers serving small businesses and the lower middle market. Our ongoing research engages in multiple survey research initiatives and publishes an annual Capital Markets Report, an annual economic forecast, the PCA Index Quarterly Report in partnership with Dun & Bradstreet Credibility Corp. and Market Pulse Quarterly Report in cooperation with the International Business Brokers Association and M&A Source.

ABOUT INTERNATIONAL BUSINESS BROKERS ASSOCIATION (IBBA) AND THE M&A SOURCE

Founded in 1983, IBBA is the largest non-profit association specifically formed to meet the needs of people and firms engaged in various aspects of business brokerage, and mergers and acquisitions. The IBBA is a trade association of business brokers providing education, conferences, professional designations and networking opportunities.

Founded in 1991, the M&A Source promotes professional development of merger and acquisition professionals so that they may better serve their clients’ needs, and maximize public awareness of professional intermediary services available for middle market merger and acquisition transactions.