



KEEPING PROPRIETARY INFORMATION CONFIDENTIAL

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VALUED REPRESENTATION

Vulnerability is a normal feeling for any buyer and seller that's involved in an early M&A transaction. There are many variables that are potential risks to any transaction such as conflict of interest, confidentiality breaches and the overstepping of legal boundaries.

It's important to remember when in negotiations for a deal that you have to walk a fine line between obtaining and distributing information. Any improper handling of information can take a potential partner that you may have in a deal and turn him or her into a better-informed competitor before you can blink. This is why having a professional and skilled team in place is critical in facilitating the complexities of an M&A transaction; and it starts with using VR Mergers & Acquisitions.

SECURING CONFIDENTIALITY

At VR, we take confidentiality seriously and understand the threat of potential disclosure, which can cause the end of a transaction. For anyone that's familiar with medical and computer science, a "clean room" is sealed off to prevent contamination. What we do is conduct a feasibility analysis on competitive and other confidential data to determine all the benefits of the transaction. We will present the analysis to both the buyer and seller parties on an OK-to-know basis, in effect creating dual "clean room".

There will be a governance structure in place for how everyone will operate, which will include outlined instructions and protocols for handling sensitive information during negotiations.

HOW VR SERVES AS THE "CLEAN TEAM"

During the transaction between merging companies, VR's "clean team" serves as an objective resource. Serving in an advisory capacity, we facilitate due diligence and integration planning that involves the merging of finances, operations, benefits and corporate cultures.

We will assist in every stage of the transaction including:

- Eliminating unproductive exploratory talks by refining and formalizing the process;
- Verifying integrated business plans;
- Assessing synergies;
- Identifying significant legal and other issues surrounding competition approvals, refinancing or contracts;
- Resolve price and other conflicts during negotiations; and
- Develop business and integration plans for the merged entity.

Because M&A transactions involve information that is sensitive in nature to all parties involved, confidentiality agreements are imperative. Both sides have to agree on non-disclosure to prevent disruptions in the work place as well as lead competition from using the proceedings to their advantage.