

## The Handbook of The Handbook

Strategies, Capital Structure, and M&A Transactions

Kenneth H. Marks, Larry E. Robbins, Gonzalo Fernández, John P. Funkhouser, and D.L. Williams

## Contents

Pretace	XV	
Acknowledgments	XXi	
About the Authors	xxiii	
PARTIL	2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.	
The Financing Process	1	
CHAPTER 1 Introduction	3	
CHAPTER 2 Planning and Alignment (Begin with the End in Mind)  An Overview of the Planning Process Strategic Planning Updated Forecast Business Valuation	7 8 10 27 27	
CHAPTER 3 Acquisitions, Recapitalizations, and Exits Acquisitions Selling the Company, Creating Shareholder Liquidity	<b>37</b> 37 41	
CHAPTER 4 Capital Structure and Financing Strategy Assimilating the Drivers Developing Liability Limits	<b>45</b> 49 63	
CHAPTER 5 Sources of Capital and What to Expect Bootstrapping Sources and Techniques	<b>69</b> 72	

Individual Investors (Private Placements Not from	
Angels or Institutions)	82
Angel Investors	83
Commercial Banks	95
Asset-Based Lenders	100
Commercial Finance Companies	115
Leasing Companies	116
Private Equity	119
Venture Capital Funds	122
Mezzanine Funds	152
Buyout Funds	157
Hedge Funds	164
Strategic or Industry Investors—Corporate	
Venture Capital	166
Merchant Banks	168
Community Development Initiatives and Government	
Agencies	169
Micro-cap Public Entities	193
Royalty Financing	196
CHAPTER 6 Equity and Debt Financings: Documentation and Regulatory Sources of Capital and What to Expect  Basic Definition of Debt and Equity Debt Instruments Loan Documentation Equity Instruments Equity Investment Documentation Compliance with Securities Laws	203 203 206 212 260 264 292
CHAPTER 7	
Expert Support—The Players and Their Roles	301
Counsel	301
Board of Directors	303
Investment Bankers	306
Accountants	312
Consultants/Advisers	315
Summary	317
CHAPTER 8	
Closing the Deal	318
Process Check-In	319
Final Perspective	326

PART TWO	
Case Studies	329
CASE STUDY 1 Asset-Based Lender, Receivables Financing	332
CASE STUDY 2 Asset-Based Lender, High-Risk Loan	336
CASE STUDY 3 Asset-Based Lender, Assignment for Benefit of Creditors	339
CASE STUDY 4 Asset-Based Lender, Acquisition	344
ASE STUDY 5 Asset-Based Lender, Turnaround Funding	348
CASE STUDY 6 Asset-Based Lender, Growth Financing	352
CASE STUDY 7 Commercial Finance, Trade Financing	356
CASE STUDY 8 Angel Investor, Initial Funding and Sale of Company	359
CASE STUDY 9 Venture Capital, Early Stage Growth Equity	362
CASE STUDY 10 Royalty Financing	365
CASE STUDY 11 Venture Capital, Growth Equity	367
CASE STUDY 12 Community Development Finance, Growth Funding	370
CASE STUDY 13  Debt with Revenue Sharing	375

A107 ATURY 4.5	
CASE STUDY 14 Mezzanine Investment	377
	<b>Q.</b> 2
CASE STUDY 15 Private Equity, Acquisition through Exit	378
rrivate Equity, Adquistion till ough Exit	0,0
CASE STUDY 16 Private Equity, Management Buyout/Partner Exit	380
Figure Equity, Management buyout/Farther Lait	000
CASE STUDY 17	382
Private Equity, Restructuring	302
CASE STUDY 18	385
Private Equity, Acquisition with Management Participation	201
CASE STUDY 19	000
Private Equity, Public to Private Transaction	388
CASE STUDY 20	000
Private Equity, Buy-and-Build Strategy	393
DART TUREF	
PART_THREE Financing Source Directory	397
Suggested Use of the Directory Section	399
APPENDIX A	
Corporate Finance Primer	523
APPENDIX B	
Financial Statements	551
APPENDIX C	
Discount Rates	563
ADDENDIV D	
APPENDIX D How Fast Can Your Company Afford to Grow?	567
APPENDIX E Notes about Start-Ups	583

Accounting Principles—GAAP and IFRS	587
Glossary	591
Notes	623

633

APPENDIX F

Index