

MAXIMIZING VALUE FOR PRIVATE EQUITY FIRMS AND THEIR PORTFOLIO COMPANIES

RSM profile

National strength

- Largest professional services firm focused on the middle market
- Ranked as the fifth-largest accounting firm in the U.S. with more than 11,000
- 450+ dedicated transaction advisory professionals
- Approximately 1,100 technology management consulting professionals
- Approximately 500 financial advisory services professionals
- Approximately 700 risk advisory professionals with Sarbanes-Oxley (SOX), internal audit, technology risk, and security and privacy experience
- Thousands of audit professionals with industry specialization and tax professionals with specialists in state, local, federal and international tax, favorable tax accounting, and transfer pricing

"The RSM team delivers timely, accurate and insightful reports while going the extra mile to ensure transparency on potential issues. RSM has demonstrated excellent institutional knowledge and superb application of best practice processes to effectively deliver on our requests."

Jeffrey S. Piper, Principal
Svoboda Capital Partners

Global reach

- Member of RSM International, a network of independent audit, tax and consulting firms worldwide
- 41,000+ employees (global), 750 offices in 116 countries

Relationships: In-depth experience

- Approximately 1,500 private equity and venture capital client relationships
- 2,200+ portfolio company clients
- 2,500+ deals in the past five years
- Fund assurance and tax services provided to 2,000+ funds
- A robust network of relationships to help raise funds, close deals and solve problems

Client service model

- Single point of coordination (client service coordinator)
- Significant partner and director attention
- Industry-focused teams with extensive transaction experience
- Multidisciplinary integrated teams
- Customized, scalable approach to service delivery

RSM FOR PRIVATE EQUITY: THE VALUE OF OUR MIDDLE MARKET LEADERSHIP

	TRANSACTION				
	Pre-close	Post-close	Portfolio optimization	Pre-divestiture readiness	
Fund management					
Your priorities	<p>Ensure quality, clarity and efficiency of LP, tax and financial reporting</p> <ul style="list-style-type: none"> Instill LP confidence with timely reports <p>Optimize tax structures</p> <ul style="list-style-type: none"> Enhance at the fund and portfolio level <p>Enhance financial functions</p> <ul style="list-style-type: none"> Ensure RIA compliance Tap a robust network of fund CFOs, operations staff and financial executives Gain topical industry insights for fund personnel 	<p>Right deal, right price, right terms</p> <ul style="list-style-type: none"> Gain insights to negotiate right price and terms Identify cost and performance improvement opportunities Identify and manage risks Effectively quantify the risks, costs and opportunities associated with business transition Enhance fund performance through tax planning for the fund formation and the transaction <p>Accelerate transaction speed</p> <ul style="list-style-type: none"> Ensure efficient, accurate analysis of target companies 	<p>Realize cost savings</p> <ul style="list-style-type: none"> Maximize organizational and operational efficiencies in add-on integrations Minimize TSA cost burden for carve-outs <p>Ensure Day 1 readiness</p> <ul style="list-style-type: none"> Transition resources (financial, tax, IT) seamlessly from pre-to post-close Help management adapt to PE ownership mindset and requirements <ul style="list-style-type: none"> Ensure accurate purchase accounting and private reporting Complete first-year audits on time, with minimal disruptions 	<p>Drive profitable growth</p> <ul style="list-style-type: none"> Generate permanent cost restructuring and enterprise value creation Maximize cash flow through tax planning to optimize performance <p>Accelerate add-on integration</p> <ul style="list-style-type: none"> Build an infrastructure for faster integration Accelerate add-on evaluation to have a greater impact on the investment thesis and to gain efficiency Ensure synergy realization <p>Support management</p> <ul style="list-style-type: none"> Provide ongoing management decision support Quarterback accounting issues surrounding business combinations Coordinate compliance needs internationally 	<p>Maximize marketability and exit value</p> <ul style="list-style-type: none"> Optimize working capital by containing costs Confirm technology platforms and infrastructure are performing to standards Automate best practices Determine the value of tax attributes and the best transaction structure <p>Accelerate exit process</p> <ul style="list-style-type: none"> Reduce likelihood of broken deals Relieve management of exit-related administrative burdens Address budgeting and modeling, enterprise risk management, security, and internal audit strategies Address contract compliance issues or ongoing litigation Account for financial processes and controls accuracy
Our solutions: The experience you need, delivered the way you want	<p>Ensure quality, clarity and efficiency of reporting</p> <ul style="list-style-type: none"> Fund assurance services Agreed-upon procedures and compliance attestations for lenders and rating agencies ILPA implementation SSAE 16 fund operations and investor reporting GIPS investment performance verification and support ASC 820 valuation services Section 1202 portfolio review <p>Optimize tax structures</p> <ul style="list-style-type: none"> Tax consulting services Federal, state and international tax compliance Foreign Account Tax Compliance Act <p>Enhance financial functions</p> <ul style="list-style-type: none"> Regulatory registrations and updates Compliance manual, policies and procedures Monthly, quarterly, annual reminder of requirements RIA annual testing of policies and procedures 	<p>Right deal, right price, right terms</p> <ul style="list-style-type: none"> Due diligence (financial, technology, operational, risk) Tax basis step-up analysis Tax attribute valuation studies Business valuation Section 382 studies Section 338(h)(10) election analysis Section 336(e) election analysis Federal, state and international tax due diligence, structuring and consulting Bankruptcy and debt restructuring tax advice <p>Accelerate transaction speed</p> <ul style="list-style-type: none"> Seamless coordination One point of contact Industry expertise 	<p>Realize cost savings</p> <ul style="list-style-type: none"> Process and personnel rationalization Transaction cost studies IT infrastructure and carve-out solutions <p>Ensure day-one readiness</p> <ul style="list-style-type: none"> First 100-day operational and integration planning and implementation Interim staff augmentation Infrastructure and application migration Book and tax purchase price allocation Federal, state and international tax compliance Opening balance sheet audit Asset valuations: tangible and intangible Working capital assistance Acquisition method accounting Purchase price adjustments and disputes Section 338(h)(10) election Section 336(e) election 	<p>Drive profitable growth</p> <ul style="list-style-type: none"> Technology strategy Software-as-a-service (SaaS) solutions ERP and CRM implementation IT and security audit Business process improvement <p>Accelerate add-on integration</p> <ul style="list-style-type: none"> Infrastructure managed services Business intelligence <p>Support management</p> <ul style="list-style-type: none"> Portfolio company tax structuring and consulting Federal, state and international tax compliance Bankruptcy and debt restructuring tax advice Litigation and dispute advisory Contract compliance Portfolio audits Internal audit SOX implementation SOC compliance Section 382 studies Earnings and profits studies Forensic accounting and fraud investigations 	<p>Maximize marketability and exit value</p> <ul style="list-style-type: none"> IT consulting Bankruptcy and debt restructuring tax advice Tax attribute valuation studies Working capital assistance Business valuation <p>Accelerate exit process</p> <ul style="list-style-type: none"> Sell-side due diligence (financial, technology, operational, risk) Risk advisory services IPO and SOX readiness Carve-out assistance Federal, state and international tax due diligence, structuring and consulting

INDUSTRY EXPERIENCE FOR PRIVATE EQUITY INVESTMENTS

Business and professional services	Technology, media and telecommunications (TMT)	Consumer products	Food and beverage
<ul style="list-style-type: none"> 3,600+ business and professional services clients 230 transactions in the business and professional services industry in the past five years Thought leadership in the form of industry surveys, articles and quarterly deal flow reports Energy services specialization including oil field services Nationally recognized team specializing in law firms 	<ul style="list-style-type: none"> 2,700+ TMT clients, including online merchants, digital media, software developers, cable, telecommunications, electronics, medical technology and biotech 450 transactions in the TMT industry over the past five years Specialized industry knowledge: revenue recognition, deferred revenue, capitalized software development costs, working capital and cash flows 	<ul style="list-style-type: none"> 3,900+ clients, including retailers, wholesalers, distributors and manufacturers ranging from startups to Fortune 1000 companies 500+ transactions in the consumer industry in the past five years Industry-leading thought leadership in the form of white papers, industry surveys, economic commentaries and quarterly deal flow reports 	<ul style="list-style-type: none"> 800+ food processing and distribution clients 175+ transactions in the food and beverage industry in the past five years Industry experience across the supply chain "from farm to table," with clients including manufacturers, distributors, cooperatives, retailers and brokers Specialized industry knowledge: seasonality, spoilage and commodity pricing Industry-specific events, including manufacturing/wholesale distribution summits and CFO seminars
Financial institutions	Government contracting	Health care	Deep industry experience
<ul style="list-style-type: none"> 1,200+ financial institution clients ranging from newly chartered institutions to institutions with billions of dollars in assets, including banks and savings institutions, trust organizations, credit unions, mortgage companies, and finance and leasing companies 88 completed transactions in the financial and insurance industries in the past five years Professionals with executive experience in the industry who are active in regulatory bodies 	<ul style="list-style-type: none"> 800+ government contracting clients 80+ government contracting transactions in the past five years Dedicated teams of professionals, including former DCAA auditors and attorneys, delivering industry-specific solutions to companies servicing federal, state and local government agencies Industry specialization: CAS/FAR compliance regulations; GSA schedules; BPAs and other agreements; potential novation, cost, and pricing issues 	<ul style="list-style-type: none"> 2,900+ health care clients 300+ transactions in the health care industry in the past five years Specialists exclusively serving health care Former industry executives and professionals who have previously worked with insurers, provider organizations and regulatory agencies Industry surveys and benchmarking studies uncovering best practices and emerging concerns Specialized industry knowledge: revenue performance, regulatory reporting, compliance and recovery, claims administration reviews 	<ul style="list-style-type: none"> Specialized experience and thriving practices in these industries <ul style="list-style-type: none"> 7,100+ financial services clients 3,600+ industrial products clients 3,600+ real estate clients 600+ insurance clients Industry thought leaders who frequently write articles and commentary for newsletters, articles, surveys and trade associations

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