



Due Diligence Services

Transaction Due Diligence Services

ValuCorp offers clients a variety of due diligence services:

- Mergers & acquisitions.
- Buy-side
- Sell-side
- Private placements
- Public offerings
- ESOPs

Specifically geared for:

- Investors
- Lenders
- Bankers
- Investment Bankers
- Trustees
- Directors
- Attorneys
- Accountants

Companies involved in capital markets transactions can benefit from the awareness that ValuCorp Due Diligence Services provides for transaction teams, investment banks, private equity firms, hedge funds, institutional investors and their legal counsel and accountants. We help companies, counsel, investors and financial institutions identify and avoid risks by exposing the hidden elements of prospective transactions and relationships. Our team has senior level management experience from small to medium-size enterprises to Fortune 100 companies. Our professional credentials include Senior Member of the American Society of Appraisers (ASA), Doctorates in Economics and Accounting (PhD), Certified Public Accountants (CPA), Certified Fraud Examiner (CFE), Masters in Taxation (MST), and Masters in Business Administration (MBA).

Each client engagement is matched to the appropriate multidisciplinary team of investigative professionals to discover, verify and analyze information to alert you to potential risks and advice on approaches to their mitigation.

ValuCorp applies leading-edge methodologies to generate information from a broad range of sources. Our professionals refine this information into intelligence through sophisticated analysis guided by extensive experience and training. This intelligence is then reported to the client's principals, legal and financial advisors, alerting them to hidden risks, disclosure issues or potential negotiation points.

Types of Risks Identified by ValuCorp:

- Undisclosed related-party transactions
- Misrepresentations or omissions
- Unreported financial difficulties
- Illegal or unethical business practices
- Troubled transactional history
- Undisclosed legal proceedings
- Questionable associations or relationships
- Criminal or regulatory actions
- Trade with controversial entities or embargoed countries
- Deficient director independence or corporate governance
- Financial reporting issues
- Key employee issues surfaced during background checks

Our Professional Service provides clients with:

- High-level, high-quality professional advice.
- Individualized/customized service.
- A team of skilled and trained professionals.
- Knowledge, analytical skills and reasoned judgment.
- Clarity and brevity to complex issues by screening and summarizing a variety of data.
- Customized investigative process to each situation's unique requirements, taking a tailored approach to each engagement as appropriate for each client, their industry, market and location.
- Professionals experience in investigative due diligence, fraud examination and financial investigation, depending on the assignment.
- Experience gained in our former positions with federal law enforcement, corporate investigation departments, accounting regulatory bodies and financial reporting departments in publicly traded companies.
- Accessibility of our senior professionals during all phases of our assignment, and constant adaptability to shifting parameters and priorities of an engagement.
- Adherence to a code of conduct to maintain the privacy of each client's information. (See, www.valucorp.com/standards.php.) Our professionals follow these standards when protecting and safeguarding the personal information of the individuals and organizations that we investigate.
- Oral or written reports that respond precisely to our client's needs.



Approach & Methodology

ValuCorp takes a comprehensive approach to due diligence, combining the extensive experience and varied backgrounds of its professionals.

- We determine the scope necessary to effectively conduct research and supply our clients with the most meaningful information available.
- Our professionals keep clients apprised of significant findings throughout the investigative process.
- We verify information provided by our clients regarding the organization or party in question. We evaluate the submitted information for accuracy, seeking to identify errors, omissions or misrepresentations. As approved by our client, we employ a variety of techniques, including communicating with third parties and interviewing the subjects of investigations.
- Our highly skilled professionals draw upon their backgrounds in federal law enforcement and corporate and private investigations to effectively conduct field interviews and discussions with the appropriate individuals.
- We access and review public information and databases for property ownership, investments, and other information as we create a comprehensive background on a particular subject.
- Our team evaluates the information produced by our research to:
 - Detect anomalies or inconsistencies, recognize patterns of corporate or individual behavior, identify risk-relevant issues, and
 - Determine whether additional research is warranted.
- We communicate the results of our investigations to our clients, and explain potential risk factors and other meaningful information that may be useful in their decision-making process. ValuCorp clients can benefit from our evaluation of these findings in the context of our professional experience as investigators.
- Through our contacts, ValuCorp is able to deploy resources wherever needed, in the United States and around the globe. Our professionals have conducted background investigations in North America, South America, Europe, Asia and other parts of the world.



“Soft Spots” and “Deal Breakers”

We help identify “soft spots” and potential issues that may impact deal negotiations (e.g., deal structure, terms of purchase agreement). We also focus on the early identification of hidden problems that could be “deal-breakers” as well as pinpointing underperforming assets or areas where strategic/operational improvement could increase profitability.

- Accounting Due Diligence
 - Analyze financial reporting issues
 - Review accounting compliance
 - Perform forensic accounting review (e.g., Foreign Corrupt Practices Act, computer forensics)
 - Review federal, state, local and international taxes
 - Conduct collateral audit/confirmation

- Financial Due Diligence
 - Analyze financial projections
 - Analyze EBITDA adjustments
 - Review quality of earnings
 - Analyze cash flow
 - Review working capital trends and requirements

- Business Person’s Review
 - Review business plan feasibility
 - Review capital expenditure requirements
 - Analyze operations
 - Assess information systems
 - Review human resource issues

- Operational Due Diligence
 - Perform operational analysis
 - Review management assessments
 - Conduct information systems/technology assessments
 - Review human resource programs
 - Provide operational analysis
 - Assess business plan feasibility

