

BRG FORENSIC ACCOUNTING

Sale & Purchase Agreement (SPA) and Disputes Offerings

We work with clients across the deals continuum to help minimize risk, maximize value, and avoid surprises.

PRE-CLOSING

Pre-Signing

Advise on drafting economic, accounting, and financial sections of purchase agreement:

- Help structure pricing mechanism (working capital, earnout, locked box)
- Analyze and draft accounting and financial terms relating to determining purchase price
- Analyze and draft economic, accounting, and financial representations and warranties
- Analyze due diligence findings to identify risk areas based on likelihood and magnitude of issues
- Assist with negotiations of accounting and financial components of purchase agreement

Post-Signing

- Assist with preparation and evaluation of estimated closing statements

POST-CLOSING

Closing Accounts/Earnout

Assist with preparation of closing balance sheet and earnout statements, including:

- Reconcile accounts
- Evaluate compliance with economic contractual terms
- Identify risk areas and potential adjustments

Dispute Notice

Assist with preparation of dispute notice, including:

- Evaluate compliance with contractual terms
- Identify adjustments
- Draft dispute notice

Negotiations and Settlement Discussions

Provide advice on negotiations and settlement discussions by evaluating strength of position for items in dispute and developing litigation strategy

DISPUTE/CLAIM

Purchase Price True Up/Earnout

Advise clients on each step of dispute resolution process:

- Assist with selection of "Accounting Neutral" based on prior experiences
- Assist with and draft submissions to be made to Accounting Neutral
- Evaluate settlement offers and address other issues that may arise during dispute process

Preparation of Indemnification and/or Representations & Warranties Insurance (RWI) Claims

Advise clients on each step of claims process:

- Initial identification and investigation of claims
- Calculation of loss
- Draft claim notices
- Engage in settlement discussions and negotiations
- Serve as consulting or testifying experts