

Sale and Purchase Agreement (SPA) and Dispute Advisory Offerings

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

PRE - CLOSING

Pre-Signing

Advise on drafting economic, accounting, and financial sections of SPA:

- 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 SPA
- 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

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

Preparation of Indemnification and/or Representations & Warranties Insurance 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

Our Global Reach

NORTH AMERICA / ASIA-PACIFIC (APAC) / UK, EUROPE, MIDDLE EAST, AND AFRICA (EMEA) / LATIN AMERICA



40

Offices

1600+

Employees

TO LEARN MORE

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BRG combines world-leading academic credentials with world-tested business expertise, purpose-built for agility and connectivity, which sets us apart—and gets our clients ahead.

Our top-tier experts include experienced industry leaders, renowned academics, and leading-edge data scientists. Together, they bring a diversity of proven real-world experience to economics, disputes, and investigations; corporate finance; and performance improvement services that address the most complex challenges for organizations across the globe.

Our unique structure nurtures the interdisciplinary relationships that give us the edge, laying the groundwork for more informed insights and more original, incisive thinking from diverse perspectives that, when paired with our global reach and resources, make us uniquely capable to address our clients' challenges.

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