

# SPA and Dispute Advisory Offerings

We assist throughout the deal continuum to help you minimize risk, maximize value, and avoid surprises.

## PRE - CLOSING

- Advise clients on drafting economic, accounting, and financial sections of the sales and purchase agreement (SPA).
- Assist with negotiations of economic, accounting, and financial components of the SPA.
- Assist with preparation and evaluation of estimated closing statements.

## POST - CLOSING

- Assist with preparation of closing balance sheet and earnout statements.
- Assist with preparation of dispute notice.
- Advise on negotiations and settlement discussions by evaluating strength of position for items in dispute and developing litigation strategy.

## DISPUTE / CLAIM

- Advise on each step of the dispute resolution and claims processes.
- Serve as consulting and testifying experts.
- Serve as Neutral Accountant.

## Sell-Side Representative Engagement

We advised a seller in the aerospace and defense industry on drafting specific policies to address areas of judgment and complex Generally Accepted Accounting Principles (GAAP) accounting issues identified in its sell-side quality of earnings report.

After closing, the buyer prepared the closing statement and sought to reduce the purchase price by \$10 million based on the buyer's application of GAAP and accounting judgments. In assisting the seller with evaluating the buyer's closing statement, we identified several instances in which the buyer failed to appropriately apply the specific policies included in the SPA. We drafted a dispute notice that rejected the buyer's proposed downward adjustment and proposed a \$2 million upward adjustment.

The parties were unable to reach a settlement and submitted the matter to arbitration. The seller retained us to serve as experts. We explained how the specific policies governed each of the disputed items. Based on our submissions, the seller won each item in dispute.

As a result of our work, the seller received an additional \$2 million in value.

# 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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