

Chukka's Bootcamp + GUIDE



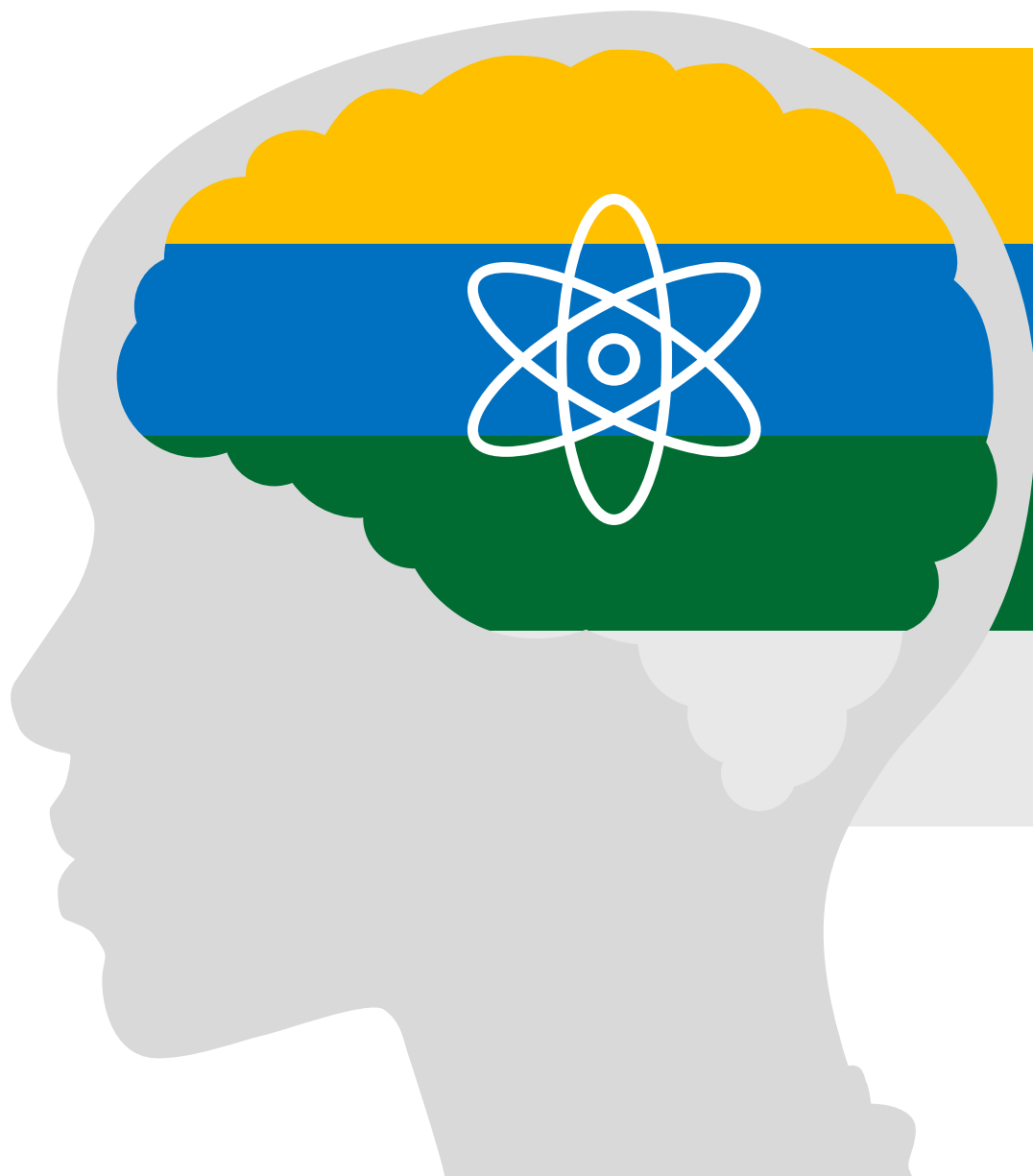
AHEAD: CHUKKA'S GUIDE on scaling, valuing and trading Expert Human Intelligence

A FATH MATH approach on how to value and acquire a \$10M firm of experts based on 15 years of executing similar transactions. Use this to estimate the premium market potential for your own Human Intelligence business idea. All of Chukka's bootcamps include 6-coaching sessions to provide further guidance.



Chukka's Guide on scaling, valuing and trading **Expert Human Intelligence**

[\$\$\$ Bill Rates]

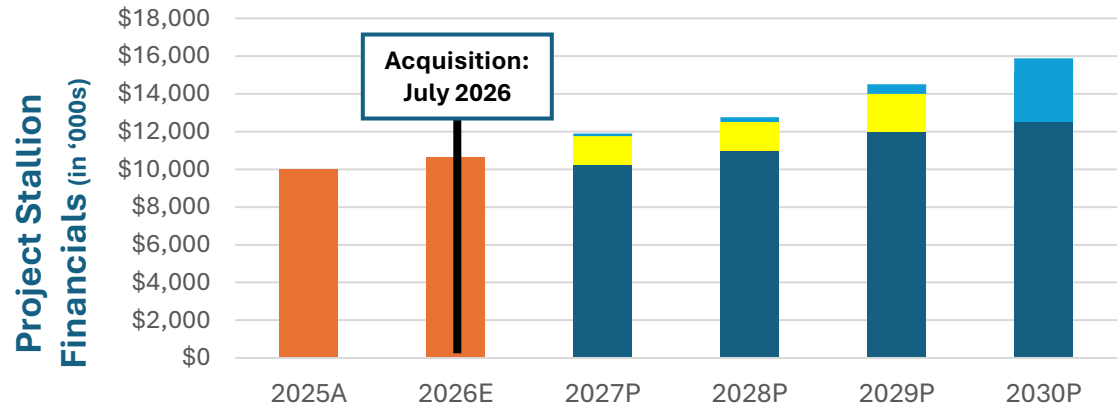


Walk-through of an example of a
Premier Advisory Firm DEAL
with **NUMBERS** and **TERMS**
(T&Cs) including:

- Valuation Range
- Deal Structure
- Intellectual Property
Transferability & Enforceability
- Culture & Leadership

FOR PURPOSE ONLY:
For use in estimating a hypothetical business opportunity (\$) and/or corresponding ROI on a Chukka Course Fee.

Valuation & Deal Structure Illustration: \$10 Million Premier Advisory Firm



Earn-outs also provide the integration time and guidelines to successfully merge and scale operations under the new OWNERSHIP (typically < 2 years plus 1 year of hardwiring)

Viable Deal Structure:	
Total Acquisition Value	\$13 million including: \$8 million at close, plus \$5 million: 3-year earn-out (paid if target range met)
Deal Multiples (TV)	1.3 x Revenue/ 7.2 x EBITDA
Deal Structure Economics:	
- \$8 million at close represents the value of goodwill (or time to build a similar business. TIME TO MARKET) in addition to the value of the current client base and team. At premier firms, >70% client base rolls over each year increasing the value/multiple slightly higher.	
- \$5 million will be earned if the revenue is grown and integrated with the buyer in the [YELLOW] ranges. In essence, the buyer and seller split the return on the joint growth sales.	
NOTE: The buyer captures ALL blue earnings as return on the cash spent. Range of return on invested cash is >18-20% each year. (better than most stocks). Chukka teaches you how to design and document this earn-out structure (which has been reviewed and tested by public market regulators and auditors) to finance your own deals with partners. HINT: Transparency and accountability reinforce the aligned incentives benefiting both buyer and seller.	

Recorded EQUITY valuations at scaled (>\$1B) professional services firms are within a multiple range of 4.5x to 5.5x EBITDA
This represents the current point-of-time valuation of the firm. In the illustration the delta to 7.2x adds future potential & a control premium.

*Chukka assumptions based on aggregated proprietary analytics over the 2009 – 2024 period in select market. Pre-Bonus EBITDA represents the earnings before the equity partners take a bonus.

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With a business that can walk out the door, what are the protections that it doesn't?

KEY INTANGIBLE ASSETS ACQUIRED IN AN EXPERT BUSINESS

01

LEADERSHIP

The most valuable part of the business is the leadership team or more specifically the top 2 -4 individuals comprising the top team. When the leadership team contribution is mirrored in the firm's ownership (i.e. the shareholdings) an earn-out works well to ensure leadership engagement. However, if the owners of the firm do not hold leadership positions, a "broken cap table" may prevent transaction that works for everyone (at the values they seek).

02

CLIENT Relationships - MARKET

Client contracts can require notification and/or sign-off when an acquisition occurs giving the client an option to not continue. In the majority of deals clients stay with the team and service through the transition. The bigger indicator in most deals of the client potential is the key holder of the relationship who may or may not be on the leadership team.

03

Delivery TEAM - PEOPLE

In a stock acquisition the staff contracts transfer with the business. However, there is not a requirement for the staff to stay with the firm. Additionally, unless they own equity/stock, the staff cannot participate in the earn-out and are not bound by enforceable non-solicits, so a clear assessment of the team including key contributors is required.

04

BRAND

Includes all trademarks, social media and product/solution branding, as well as long-term IP or unique investments of the firm (i.e. conferences, loyalty program, etc.). Most common protection is logo or brand copyright.

NOTE: At Chukka we teach how to prioritize the key protections and terms required to ensure the value of the merger is realized.

NOTE: Value Received impacts enforceability of Non-Compete Terms

While there is not a set calculation to determine the value or price for a Non-Compete, on both USA and EU deals, legal counsel has advised that if the RESTRICTION or Non-COMPETE is viewed as over burdensome to the individual for the value received, courts can kick the WHOLE non-compete out regardless of total purchase price. Said differently, if the value (\$) received is too low for the value of the non-compete for the individual, it could be worthless or unenforceable.

Following is an Executed Deal Illustration [Assumes each equity partner compensation was \$800K - \$900K take home pay prior to deal]:

Per Partner Payout	Reasonable Non-Compete Terms
<\$1 Million	1 Year latter of Post-Employment or Post-Deal
\$1 Million - \$4 Million	3 Years latter of Post-Employment or Post-Deal
\$5 Million - \$10 Million	5 Years latter of Post-Employment or Post-Deal
>\$10 Million	Enforceable for extended period

REAL LIFE APPLICATION: If my former boss wanted to claim a non-solicit on the firm’s clients based on their Partnership T&Cs, I’d argue that since there was NEGATIVE value RECEIVED (i.e. I wrote a \$42K check on their demand to cover taxes on an unvested stock award and all said and done received \$35K for that investment) there would be no enforceability. Negative value is an extreme case though – LOL. Regardless, I ensured to get a CFO-signed side letter stating I was not a client-serving partner and hence not bound by their general T&Cs. Make sure you protect your ability to earn a living within T&Cs.

The MORE COMMON deal risk was not identifying a key employee who is NOT an owner. In Chukka’s DEAL bootcamp, a leadership scorecard is used to build talent diligence into your meetings and investment evaluation!

LEADERSHIP: How experts assess Intelligence in Leaders

During COVID, Spence hired a consultant to run analytics on a sample of qualitative research/inputs including Third Party Reports (TPS) to test how AI may assist in discovering new talent in the marketplace.

To the right is the results of the sample data. The consultant to his credit told everyone to take out their camera and take a picture for the record. He kept the team accountable by ensuring each leader had a copy. In turn, the leadership at Spence also kept themselves accountable and hired their first Chief Diversity Officer.

AI highlights the most popular word or story and does not define the best candidate for the client/issue. Human expertise is needed to identify what bias exists within the words (that may not indicate what is intended) and round out what isn't in words but required to be effective. Spence hired the CDO to work and float within the firm's culture to ensure their people (the HI) stay calibrated to the market context and hold themselves accountable in the process to being unbiased in discovering new leaders. Also, even the most curated and clean data sets include unintentional or unintended bias that can negatively impact the results without Human intervention. Learn from the experts and become one!



What was measured for top leadership roles? **CAPACITY**

In researching the variety of psychometric tools to measure different personality types and drivers, the most utilized and valued tool at the C-Suite level was a live assessment to measure one's 'executive capacity' or 'executive intelligence'. In the test, the administrator presents you with an unwinding situation requiring you to make a decision/action on the business with incomplete data. The assessment measures how you integrate new data into your decision without becoming overly tied to historical bias or ego. I don't know how they "do it" or measure it, but I do know that the inventors of the test did not see a way it could be automated with the same level of effectiveness. As a person who took it in my hiring process at Spence, it is unnerving. No questions allowed and you have to assess data source as well as limited content in evaluating each move.

In Chukka's DEAL bootcamp for your LEADERSHIP, Chukka provides you an environment to practice and upskill [offline] research and verbal skill development as an INDIVIDUAL and TEAM!





From the Founder:

For avoidance of doubt, the inherent jokes or “digs” at my former boss are not attacks on the consulting industry. In fact, I believe whole heartedly that consulting is the BEST opportunity for anyone to learn the business world from all sides.

My message is however about how BAD LEADERS can destroy a firm right in front of your eyes. I was not a “whistleblower” because I’ve never seen it work worth anything. In fact, I did tell the GC at the prior firm that since they (after not holding themselves accountable to multiple other ‘questionable’ items) were now stealing my first project right in front of me at a Management Conference in Miami (and at value twice what these jokers were paying me), then I was going to shift my offering to the real problem, Bad Leadership, using them as an example. She said some version of ‘go ahead, Dawn’. 😊

Pro tip: Address your problems privately before they become your culture and visible outside of the house. It happens all the time in M&A – the wrong leadership pick and the whole business vaporizes way faster then you thought it would.



Copyrighted Expert Human Intellectual Property

- Huron acquired Innosight, an innovation strategy advisory group founded by the famous HBS professor Clay Christensen (*The Innovator's Dilemma*). The firm was built on further evolutions of innovation frameworks including Dual Transformation, Future Back and Jobs-to-be-Done written by Innosight partners, both with and without the founding teacher. The Partner's projects often started with the discussion of the topics in these published books. The DEAL issue was that: as valuable as these published business lessons were in the Innosight team selling very valuable expert solutions, it (the IP) was just as available for the public to use in the same manner once published in a book. Huron could not assign any of the purchase price to the value of the IP since it was already openly accessible.
- The value was in the speaking engagements where authors applied the lessons to that audience's topics. Prior to closing the deal, Huron arranged for one of the authors to speak to Nurses at a conference on innovation ("leaving something better than you found it") and jobs-to-be-done inside hospitals. Mr. Duncan nailed it and the first year following the close of the deal, Innosight's most successful new market entry was in the hospital market working with the Huron Healthcare team.

EARLY AI DEAL: AI-like Analytics Tool (2015)

Deal Context:

- It was 2015 and the app/tool was Zillow for categorized legal fees (because who hasn't wondered). In my role at the time, the solution provided a proprietary database of searchable bill rates which saved days of staff research per project and offered potential new solutions for existing clients. The valuation/offer was calculated based on operating efficiencies in delivery of potential projects which the Leadership team was signing up for.

Diligence Lessons:

- **Proprietary Data Ownership:** The majority of the tool's data was derived from just one client. While one is able to get the client to sign-off on a new contract as a condition to closing the deal, that client can also just cancel it a month after close. A new contract was able to be signed at no cost to the client resulting in immediate lost revenue stream from largest client as a condition to keeping the client and their data.
- **Use Patents:** While the code or algorithm is not really protected, other firms can hold a patent on the specific use case of the tool (i.e. patent the ability to "search for legal fees for use in ..."). The owner of the use patent for this tool was another firm in the legal services space (shocking right?). In order to free the tool from any encumbrance, the patent holder provided a perpetual license in exchange for a good size license fee (\$\$\$) which both the buyer and seller split the burden of.
- **Same Games:** Despite getting a sweet deal (in my opinion), the owner/seller still sued for unrecognized consideration on the last <10%. He had sued for the same thing when he sold his first technology firm 10 years prior and in fact had a team build this tool and firm when he saw how much legal fees were. When leadership shows you how they operate, take note....it's the game that they play and unfortunately difficult to claim foul when they told you about their trick. *M&A like most deals take experience and the corresponding lessons/mistakes to get better. This was one I fully own and also the one exception to known lawsuits from a deal I led. In hindsight, I should have added a clawback of the whole price if he sued outside of a very specific process or defined cause ☺*

3-Day Entrepreneurship Bootcamp



Chukka Commits
to it helping you
with:

YOUR Talent
YOUR Experts
YOUR Data
YOUR Plays



What is the bootcamp?

An M&A or DEAL training to value people-based (low/no-asset) businesses based on executed and measured mergers of high value service teams globally.

Is it just for DEALs or ACQUISITIONS?

No, the same model is used to measure potential revenue-share partnerships, client engagement pricing, and other investments. Alternatively, the approach can be used to formalize an internal consulting function inside your business or embed in a new consulting endeavor. *The expertise comes when you get your own war wounds. Chukka passes on 15 years worth as a handicap 😊*

What is the expertise required?

This same training has been completed by financial analysts (1 to 2 years out of university) as full-time hires and sole support on major M&A deals (high stress, high visibility job). Additionally, multiple undergraduate interns (with only one year complete) have also been very effective team contributors following the same training! *Financial statement and ability to operate the tools is the most utilized skill, but as another boss, Kevin, would say “you just put the money in and take it out of the shoe box, Dawn, and see what’s left. What’s so hard about that?”*

What is gained?

- Tools and practice evaluating the dollars and time required on potential investment opportunities (whether it be exits, transitions or builds) and track their value and return over time.
- Coaching and practice to further refine the skills to apply in your own endeavors;
- Broader business negotiation skills which can be utilized in understanding and negotiating data and work T&Cs to maximize to long-term value of the relationship, not just the transaction.
- Community! Including the resurgence of PROJECT LIQUID, the monthly CHI happy hour to discuss current market news and/or crazy entrepreneurs.

For Emerging Leaders: 3-DAY ENTREPRENEURSHIP Bootcamp

Learn how to re-wire your cash flow for GROWTH in a new or existing business



This program and curriculum has been used to train both analysts (1-2 years in workforce) and undergrad interns to quickly and effectively be able to present and value opportunities for senior management.

Utilize the bootcamp to stand up an internal consulting pod or formalize a new actionable play

Each participant receives 6 private business coaching sessions which can be used in the first project!

OPEN ENROLLMENT:
Sessions to be announced in CHICAGO

Solo or TEAMS welcome * **PRICE: \$3,500 per person** (includes 6 separate coaching sessions)
3- Days [9AM to 4 PM + Social activity] * All Materials, Meals & Snacks included

Launching in August: Train your TOP TEAM!



DEAL BOOTCAMP (4-Person Team)

Practice analyzing and negotiating a business deal as a team!

3-Day (and night!) Bootcamp

Moneyball your team to include the top talent in the following roles:

- **CEO/Leader:** *the Visionary*
- **SVP/ Lead Sales:** *knows the Market*
- **COO/ Operations:** *knows delivery/ staff*
- **Deal Lead:** *Recommend Chukka trained as they run the numbers (can be junior)*

Bootcamp Fee for 4 Attendees:\$25,000 in USA per team

Program fee includes meals, snacks & materials for bootcamp

Participants are responsible for travel and lodging costs.

Estimated hotel rooms at upcoming locations are \$200 to \$300 per night.

Train as a TEAM before the Firm's \$\$\$ are on the line!



NOTE: The simulation will use real entrepreneurs who have been through a deal process to ensure a FULL EXPERIENCE!

DEAL BOOTCAMP AGENDA

Utilizing a \$10M consulting firm as the target, each pod will be provided with diligence guides and databook to assist in the key analysis and questioning.

Real Entrepreneurs will play TARGET leadership during the 3 days!

BUSINESS DNA

VALUATION (DCF) MODELING + DNA SCORECARD

Includes working capital session

WORKSHOP #1

DEAL PROCESS OVERVIEW

Deal Workshop including T&C session

WORKSHOP #2

DEAL STRUCTURING

Workshop including earn-outs and executive incentive structures

DEAL KICK-OFF

- Management Presentation
 - VDR Open: key data
- Prep Questions for DD Meetings*

WORKSHOP

- LOI & TERM SHEETS
- DILIGENCE PREP

TEAM WORKING SESSION

MANAGEMENT DINNER

EVENING

DILIGENCE MEETINGS

- By topic [Target] management inquiries
- Open format (learn from others)

TEAM WORKING SESSION

PREP offer/pitch from to present
FINAL DAY

CHUKKA CUP

EVENING
Friendly Competition

PITCH

- Practice pitch your offer to the management team ... and of course answer questions!

WORKSHOP

- TRANSACTION DOCUMENTS
- KEY TERMS & NEGOTIATIONS

ALPHA CUP

EVENING
DEAL Competition

DEAL READINESS

TEAM DEAL EXPERIENCE

Incorporating data quickly
Hard & Soft Skills
The RIGHT QUESTIONS to ASK

M&A TOOLKIT

Template library
Diligence prep schedules
**Tools for Introduction to Close*

CHUKKA DEAL GUIDE

On your first deals or in complex transactions, CHUKKA will ride along with your diligence team filling in and guiding as appropriate

PRE-WORK

DAY 1

DAY 2

DAY 3

POST-DBC

Train your business Top Team on analyzing and synthesizing complex investment data.
Each camp will be capped at 5 teams with names shared ahead of scheduling (for any potential conflicts).



MARKET DATA AND MEASURED ROI was derived over 15 years in the market

Dawn Bartholomew

Since 2009, I have partnered with corporate LEADERS (from the C-Suite to new idea champions) to accelerate or find new avenues of business growth utilizing acquisitions and other investment structures.

Having always worked from the inside of an organization, I've established my firm with the same client-centric approach as each firm requires a unique execution roadmaps to test or scale new ideas. My range of capital structures, both in the USA and EU, are structured for your firm's capital requirements, tracking immediate ROIC (Return on Invested Capital).....

I ❤️ CASH FLOW!

Over 15 Years of helping leaders execute innovative options with low-risk deal structures

Completed over 30 acquisitions as both solo investments or as part of larger playbooks (and I had to 'live' or work with the entrepreneurs after the deal was done 😊)

78%

INTERNALLY
SOURCED

Lower Valuations

61%

UTILIZED
EARN-OUTS

Aligned Incentives

85%

INTERNAL
FDD & CDD

Low Transaction Costs

28

COUNTRIES

Market Diversification



CHUKKA CAPITAL

EXAMPLES of EXECUTED STRATEGIES for/with LEADERSHIP at a public company

SEED & SCALE

Building a \$200m business in 5 years

In late 2013, Huron acquired Blue Stone, an Oracle Hyperion service provider to extend its Oracle services in terms of specialization (Hyperion) and markets (moving beyond education). The new service line was reported under business advisory which in total was <10% of Huron's revenue in 2014.

Under the newly acquired leadership, Huron launched/sourced the following set of investments:



2014: <\$5m acquisition to extend Oracle and pilot Salesforce (SFDC) [Threshold]



2015: <\$2m add local India Oracle provider, which also became an offshore service center [Rittman Mead India]



2015: \$10m to scale SFDC [Cloud62]



2016: Largest acquisition to scale Oracle services and access financial sector (part of IB auction)

The \$80m investment between 2013 to 2018 resulted in a \$200m business in 2018 (the last year before the next acquisition).

SHIFTING BUSINESS

Managing shifts in strategy & leadership

Huron Life Sciences
Regulatory



Deloitte.

In the Life Sciences services, Huron added commercial strategy to its regulatory consulting practice after meeting the Frankel Group in an IB auction in 2014.

Next, a search was launched to add a complementary market access team with a UK/EU presence for global clients. Pope Woodhead was acquired in 2017.

With the success in the new investments and shift in the market, Huron divested of the legacy regulatory group to Deloitte in 2017.

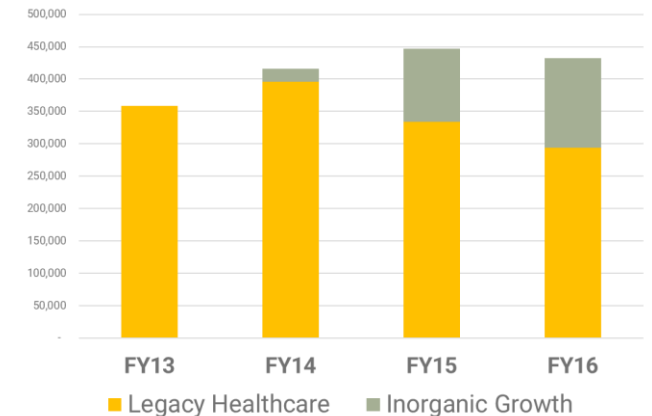
In 2021, Oliver Wyman acquired Huron's Life Sciences practice.

TECH DISRUPTION

Innovation forces new client offering

As Electronic Health Record systems (Epic, Cerner) advances modified the skills required in Huron's legacy revenue cycle consulting business, Huron sought and acquired two EHR consulting firms (2014 and 2016) to evolve their consulting deliverables to meet client needs.

Additionally in 2015, Huron also added patient engagement consulting via the Studer Group acquisition adding an additional reimbursement solution (HCAHPS or Patient Satisfaction metrics). Combined these key investments reshaped Huron's largest practice which is over \$700m in revenue today.



Before I knew....

A brief reflection on Chukka Founder's early entrepreneur ventures

Big City Mats

Founded in 1996 / First Company

Opportunity: Sell customized rubber entrance mats!

Market: Office Buildings, Baseball On-Deck Circles, Schools, Hospitality.

* Ace did not have a dedicated sales person (or any sales function) so I incorporated Big City Mats as an independent rubber matting provider

Start-up costs: Minimal/None

Relationship leveraged: College CO-OP (>2 years) and related party (Chuck-owned)

BCM's First BIG Opportunity: At Orlando Bread company, I had a meeting with one of the Orlando brothers and sold rubber for a small set of stairs. If the installation went well, the larger opportunity was to install a grey anti-slip mat walkway throughout plant.

When the order was ready, however, Chuck wouldn't provide BCM with an installer. The plant manager, Clint who was missing two fingers from the rubber world, handed me the knife to trim the stairs and sent me on my way. On the final step, I sliced the side of my hand open. Stitches and an ER visit made it more \$\$ than the sale (I did not get the follow-on order ☹).

The larger lesson learned was that Chuck was not going to support me in business even if his company benefited. Following this episode, I called up KPMG in Cleveland and accepted their job offer that I had been sitting on for almost a year. ☺

How did I get into Orlando Bakery in the first place? A new friend opened the door.....



BEWARE of UNDISCLOSED LIABILITIES



Meet George S Shiffman (RIP), Friend *circa 1995 to 1998*

My senior year of university, I started dating a divorced man, 24 years my senior, who followed me at a park. I like most college students was driving a Cadillac Eldorado with GARRO4 on the license plate and phone books were still a thing.

George was “exotic” because he was not catholic and opened my eyes to a new community. He not only helped me with my company name and the first pitch/sale (Orlando Bakery), but when I told him we’d have to end our relationship because he was moving to Boca Raton, he took a copy of my resume. Within days mid-July, I was flown down to WPB’s Arthur Andersen office and walked out with a job offer larger than my CLE one at another Big 6 firm.

In time I also learned.....

- GSS had been indicted on insider trading on the REVCO merger via information obtained from his first wife who was a paralegal at the Law firm handling the merger. GSS was in vending machines and food delivery.
- Both GSS and his WIFE were indicted by the IRS and owed \$\$\$.
- GSS was living off the grid to avoid the IRS debt, which explained the vending machine business.

Once I started my auditor job, GSS DID suddenly ask me to execute a trade on a client of the firm. I told him about our regulations and that everything was tracked on my clients.... as it should be. In addition to my M&A project, the office allowed me to work on IPOs, roll-ups (simultaneous merger of multiple firms and IPO), and other special restatements *#ChainsawAL* which was building my skill and credibility for future clients on top of risking my CPA LICENSE which was a brutal exam to pass.

NOTE the LESSON: GSS was under the impression I owed him more for passing on my resume than I was willing to pay. Also, GSS had already taken his first wife’s ability to earn away. He’d have no problem taking mine, legal or not. What he asked of me at that and other times risked financial ruin and imprisonment for me..... if I didn’t know better.

It also took a full year to get rid of GSS even after I moved to CHICAGO. He showed up at airports when I flew in and knew *where (restaurants/clubs)* I was out at when in back in WPB. Be careful and listen when people tell you their plan (directly OR indirectly). The dynamics of the couple may not be what you think. I know what it looks like (older man / younger woman) and in FL we were not even on the radar either way, but the person in these photos with the most to lose at the time was ME, not him.

Dawn's Attempt # 2 at Rubber Matting and First Acquisition!

In 2000, I was working in audit at Ernst & Young in Chicago and decided to leave and try entrepreneurship again.

I was also engaged to be married and felt my own business would be more manageable with motherhood. Chuck called with an opportunity to buy the assets of a supplier, Archem, which made *industrial strength rubber cement* and other glue-like products out of southern Ohio. The owner had passed away and his brother was unloading the business for about \$35K.

After investigating, the deal consisted of:

- \$600K - \$800K in client sales records (<9 months old);
- 3 X 1,000 gallon chemical churns which enabled self-contained production (3- days for one batch)
- Collection of GLUE formulas (or recipes)

BIG CITY MATS sale to FINANCE the DEAL: With Big City Mats, at the same time, I landed a big sale to custom refit the lobby of Radio City Music Hall. The commission on the sale was enough to cover the acquisition and relocation of the assets into a new firm **GARRO PRODUCTS** in one of Chuck's buildings.

WHAT HAPPENED?

- Independently I was able to rebuild annual sales to \$300K - \$450K which was consistent over a 5 year period;
- I experienced major difficulty getting any new clients due to a lack of chemical knowledge (and trust me, I tried);
- In general, it was a financially easy to run and make some return but was never going to be anything bigger without real passion or expertise;
- The formulas and churns were sold to 2 of the clients for breakeven return on original investment.

Personally, my husband had also taken a step back in his career so I re-entered public accounting and decided to learn about Entrepreneurship in an MBA after my 2 lackluster attempts the "Chuck" way. I learned how to scale a business even without production assets, but as noted within the evaluation of leaders and partners is always a challenge 😊!

Next up in Chukka Research....

Generational Wealth & Succession Planning

Leadership pipeline development & structuring to ensure your Business continues growing even after you've hit the beach!

*Includes follow-up data for those following along on the Garro family story and what happened to the Garro sisters!

