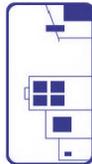


How your business is sold is important, wouldn't you want the best players on your team?

Partnering with an experienced Business Intermediary ensures that the details involved in selling your business will be handled with expertise, while you are able to continue doing what you do best— running your business.

Selling a business is not like selling a house— confidentiality is key and Business Intermediaries are highly skilled in maintaining the value of your business.



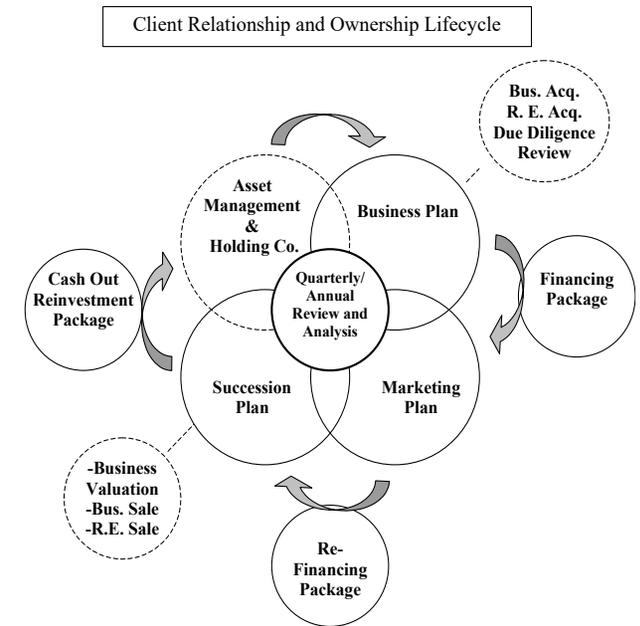
KEYSTONE BUSINESS
VENTURES, INC.

426 Pine Street
Williamsport, PA 17701

(570) 322-3300 (Ofc)/Fax
(888) 533-2304 (Toll Free)
www.kbvinc.com
bill.knoch@kbvenc.com (E-Mail)



BUSINESS SALE GUIDE



Keystone Business Ventures, Inc.
Business Planning

BUSINESS SALE

Selling a business is a major undertaking. The vast majority of all business owners have never sold a business before. Attempting to sell a business without professional assistance often results in serious problems:

- Failure to receive a fair market value for the business
- Loss of confidentiality— important in maintaining employee, customer, and supplier relations
- Failure to reach an agreement
- Failure to close transactions
- Diversion of attention from business operations

Keystone Business Ventures, Inc. has the knowledge, experience, and up-to-date resources needed to negotiate and close transactions that will satisfy the objectives of both buyers and sellers.

The staff of Keystone Business Ventures, Inc. has extensive experience in:

Manufacturing	Sales and Marketing
Real estate	Wholesale and Distribution
Retail	Accounting and Finance

This wide range of experience enables our staff to fully evaluate and present our client's business in a competent and professional manner.

1. EVALUATION

The first step to a successful sale of your business is an objective evaluation of its strengths, weaknesses, and market value by a professional specializing in business sales.

The evaluation will analyze factors such as competition, market position, customer base, employees and potential. Exposed weaknesses can therefore be minimized before the selling process begins.

The price and terms of sale will be developed using all of the data contained in the eval-

uation.

2. BUSINESS PRESENTATION

Business buyers require objective and comprehensive substantiation for their investment; bare financials rarely stimulate a decision to buy.

The business presentation prepared by our staff is a specialized report for potential buyers and their advisors containing a complete description and analysis of your business.

3. BUYER SEARCH- CONFIDENTIALITY

Confidentiality is of primary concern in searching for buyers. Owners generally cannot search for buyers without revealing their identity.

Through our national network, we provide optimum access to qualified buyers while maintaining strict confidentiality.

4. BUYER QUALIFICATION

Separating qualified buyers from prospects requires an experienced specialist. Buyers coming to Keystone Business Ventures, Inc. are thoroughly qualified and screened before any specific information about our client is revealed.

5. INTRODUCING THE BUSINESS

Introducing a prospective buyer to your business involves a great deal more than a review of the business presentation package. Our experience is of utmost importance in this step as we discover a buyer's major concerns and provide answers.

6. NEGOTIATIONS

Our staff can greatly enhance the probability of your business being sold because of our experience and understanding of the following major aspects of negotiations:

Deal Structuring: Technical expertise and

creativity are needed to develop an approach that is economically feasible for both parties.

Issue resolution: Because of our experience

Cash Flow	Tax Aspects
Asset Purchase	Seller Security
Stock Purchase	Consulting Contracts
Collateral	Assumption of Liabilities

and sensitivity to this problem, we anticipate and help resolve these issues before they become insurmountable obstacles.

7. PURCHASE AGREEMENT

After a tentative agreement has been reached, our staff will work closely with both parties' attorneys to resolve problems as they arise and to insure an orderly and timely progression to the signing of formal documentation.

8. CLOSING AND FOLLOW-UP

Following the execution of the Purchase Agreement, we will oversee the preparation of documentation needed for closing; supervise the closing and follow-up with the post-closing procedures.

9. DETERMINE NEXT ACTIONS

What will you do now that you've sold your business? We can help you explore options such as purchasing another existing business, starting a new venture, or improving any other existing business operations. Keystone Business Ventures, Inc. has experience in creating business and marketing plans, business valuations, quarterly review and analysis programs as well as bank financing packages.