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# Entrepreneurship Through Acquisition & SMB Transactions

In today's evolving small business landscape, Entrepreneurship Through Acquisition (ETA) is one of the most powerful paths to business ownership and value creation. Our ETA & SMB Transactions practice is designed to guide searchers, independent sponsors, self-funded buyers, and first-time acquirers, as well as sellers, through every stage of the acquisition process with the precision, creativity, and cost-effectiveness they need to succeed.

We understand that ETA transactions require more than legal expertise; they demand strategic counsel that blends M&A sophistication with a deep appreciation for the unique challenges of buying, selling, and operating lower-middle-market companies. From first LOI to post-closing operations, our team acts as trusted advisors and deal partners, delivering end-to-end support tailored to this dynamic ecosystem.

## Our Services

### **Acquisition Strategy & Structuring**

We help clients design and execute acquisition strategies that align with their long-term goals, from selecting the right transaction structure (asset purchase, stock deal, F-reorganization) to optimizing for tax efficiency, QSBS eligibility, and SBA compliance.

### **Letter of Intent & Deal Negotiation**

We provide practical, market-based guidance at the LOI stage, balancing legal risk and commercial reality to set our clients up for success. Our team leads negotiations with a focus on building trust with the counterparties while protecting our clients' interests.

### **Diligence & Definitive Documentation**

Our attorneys manage the full diligence and documentation process, from purchase agreements and disclosure schedules to ancillary documents like employment agreements, transition services agreements, and non-competes, ensuring every detail is aligned with your objectives.

### **Financing Solutions & SBA Guidance**

We advise on acquisition financing across the capital stack, including SBA 7(a)/504 loans, seller financing, rollover

equity, mezzanine debt, and private capital. We also navigate SBA eligibility rules, PG requirements, and earn-out restrictions to help buyers close confidently.

### **Post-Closing Governance & Operations**

Our support doesn't end at closing. We advise on operating agreements, shareholder structures, incentive equity plans, and governance frameworks, setting the foundation for long-term success as a business owner and operator.

### **Why Choose Us?**

ETA and SMB acquisitions are unlike traditional M&A deals; they are deeply personal, highly nuanced, and often life-changing. Our approach reflects that reality. We combine "white-shoe" deal sophistication with practical, hands-on guidance tailored to first-time buyers, serial acquirers, and independent sponsors, as well as sellers of small and medium-sized businesses.

Whether you're acquiring your first \$3 million service company, rolling up multiple platforms, or selling a portfolio of SMBs, we understand the stakes, and we know how to get deals done efficiently, creatively, and on your terms.