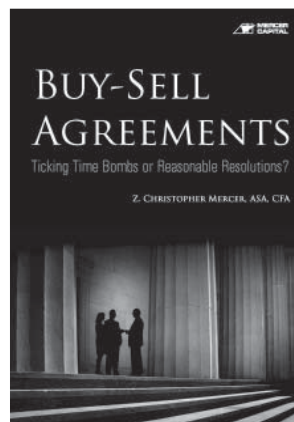


BUY-SELL AGREEMENTS

TICKING TIME BOMBS OR REASONABLE RESOLUTIONS?

Released in January 2007, *"Buy-Sell Agreements: Ticking Time Bombs or Reasonable Resolutions?"* has quickly become a valuable tool for attorneys, business advisors and business owners who recognize the importance of buy-sell agreements. Don't take our word for it. Below are just some of the published reviews of *"Buy-Sell Agreements: Ticking Time Bombs or Reasonable Resolutions?"*.

To summarize *Buy-Sell Agreements* in one word, that word would be "methodical." Mercer focuses like a laser beam on virtually all of the possible permutations of the pricing and valuation provisions of buy-sell agreements, together with the advantages and disadvantages of each...*Buy-Sell Agreements* offers a comprehensive buy-sell audit checklist that alone makes it worthy of purchase, serious use and study...If you are looking for a book that has a comprehensive discussion of the pricing and valuation aspects of buy-sell agreements (which I've really not ever seen before), this is it...*Buy-Sell Agreements* is a no-brainer addition to the library of every one who works with or who drafts buy-sell agreements.



In the teacher's manual to our *Business Associations* case book, my friend, colleague and coauthor Bill Klein posits that "any lawyer who advises people entering into a business venture and who fails to urge the adoption of a buy-sell agreement is guilty of malpractice." Z. Christopher Mercer's new book *Buy-Sell Agreements: Ticking Time Bombs or Reasonable Resolutions* offers a tremendously useful guide to these remarkably important contracts. In it, he provides guidance for business people and their financial advisors to use in assessing the need for a buy-sell agreement and, if one is appropriate, deciding on key terms. It will also be very useful to counsel drafting buy-sell

provisions, as it offers drafting checklists and samples of how various issues can be treated. I recommend it very highly.

STEPHEN BAINBRIDGE

*William D. Warren Professor of Law, UCLA
Published on ProfessorBainbridge.com*

In this eminently well-written, concise, and non-technical book, Chris lays out the fundamental parameters and processes that must be considered to minimize problems...Appraisers who read this book and apply its lessons will be able to position themselves in the marketplace as not just valuation specialists but in the wider role of facilitators of business valuation dispute resolutions, a much more productive role for us.

RAND M. CURTISS, FIBA, MCBA, ASA, ASA

*President, Loveman-Curtiss, Inc.
Chair of the American Business Appraisers National Network
Published on IBA Discussions Blog at www.go-iba.org/blog*

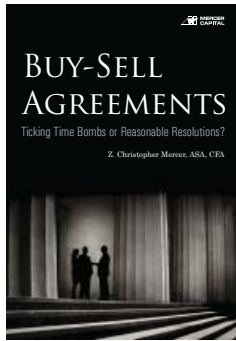
Mr. Mercer has done a great job of addressing the reasons business owners might want to have a buy-sell agreement and the business factors these business owners should consider in the agreement... Overall, Mr. Mercer provides valuation practitioners, business consultants, and business owners with a very useful handbook for preparing, reviewing and interpreting buy-sell agreements.

DAVID A. ELLNER, CPA/ABV

*The Financial Valuation Group
Published in the AICPA ABV e-Alert
Volume 9, Issue 2, February/March 2007*

BUY-SELL AGREEMENTS

TICKING TIME BOMBS OR REASONABLE RESOLUTIONS?



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“...is terrific - sophisticated, refreshingly thoughtful and the first really new ideas (to me, anyway) in this area I’ve heard or seen in a long time.”

Putnam C. Smith, J.D., LLM, Partner, Lipscomb, Johnson, Sleister, Dailey & Smith, LLP, Cumming, Georgia

Written for business owners, attorneys, CPAs, business appraisers, and other professional advisors to business, this book provides a roadmap for you (or your clients) to develop or improve your buy-sell agreement. The first book written from a valuation perspective which is important to note because business appraisers are usually consulted when there is a problem. Learn from our 25 years of experience working with well-constructed and terribly constructed buy-sell agreements (in almost every case no one realized there were problems until a trigger event occurred)!

HIGHLIGHT SECTIONS/CHAPTERS INCLUDE:

- » **Categories & Types of Buy-Sell Agreements**
- » **Process & Single Appraiser Buy-Sell Agreements**
- » **Process Timetables** - Why it takes more time than you think
- » **The Six Defining Elements of Buy-Sell Agreements** - Agreements must have all six but most do not!
- » **War Stories** from our experience
- » **The Buy-Sell Audit Checklist** - This alone is worth the price of the book
- » In addition, the **ASA BV Standards and USPAP Standards 3, 9 & 10** are reprinted in full for your convenience

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