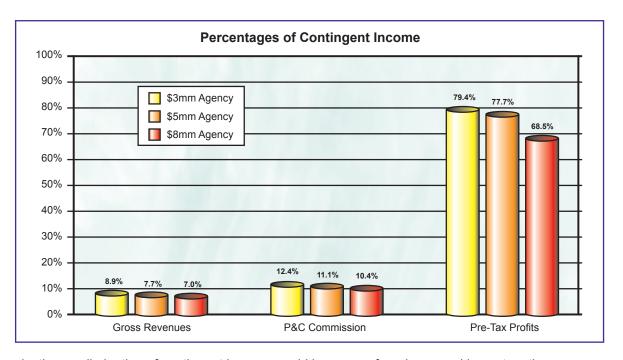


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Reliance on Contingent Income

For many independent agencies and brokers, contingent payments represent a substantial portion of top-line revenues and are integral in supporting pre-tax profits and owners' compensation. Additionally, they serve to insulate agencies from the unpredictability of premium rate increases in the market and thus forestall agencies from making the operational and financial changes necessary to reduce their dependence upon them.

The chart below, based on data from our Perspectives for High Performance (PHP) Database, compares the impact that contingents have on agencies of various revenue sizes.



The reduction or elimination of contingent income would have a profound personal impact on the average agency owner and in some cases, deliver a crushing blow to the agency's balance sheet. If you are included in this group, you should take the steps necessary to ensure your viability and reduce your reliance on this revenue stream to make your agency profitable.

The best agencies realize that contingents are simply bonuses. They budget and operate as if no contingents will be paid. This forces them to get their financial house in order and to make difficult decisions on staffing, compensation and agency expenses. They also create an organic growth engine that will foster top-line growth. By managing this way, agencies drive towards profitability without expectations of contingent payments.

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Agency Fair Market Valuation Valuation Assessment

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Recruiting

Position profile, search, screen, hire Compensation development plan Technical and sales training year one

Agency Peak Performance EXchange (APPEX)

Exchange Networks

Over 115 Agencies Over \$1.1 Billion Revenue

Bank Agency Network (BANK)

Over 25 Banks
Over \$1.0 Billion Revenue

Total Agency Sales Culture (TASC) Network

Over 35 Agencies Over \$1.1 Billion Revenue Nation's leading organic growth agencies Enhanced new business production and retention strategies

Royal Sun Alliance (RSA) Summit Brokers Improvement Network

Canadian agencies affiliated with Royal & Sun Alliance Insurance Company

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Acquisition Planning
Deal Return Modeling
Strategic Options Analysis
Alternative Buyer Comparison

Preparation

Sale Preparation Management Offering Memorandum Development Strategic Pitch Book Design Candidate Profile Creation

Representation

Buy Side Representation (including Search and Screen) Sell Side Representation Letter of Intent / Negotiation Creative Deal Structure Alternatives

Analytics

Agency Fair Market Valuation
Market Comparables / Benchmarking
After-Tax Return Optimization
IRR, ROI and EPS Analysis

Execution

Diagnostic Due Diligence Confirmatory Due Diligence Intangible Asset Allocation – GAAP Rep. Fairness Opinion Definitive Agreement (Best Terms / Conditions)

Post-Deal Management

Post-Closing Integration Goodwill Impairment Testing Peer to Peer CEO Exchange Earn-Out Maximization Consultation

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