LOI offer comparison workbook

Compare three offers using the cash you receive at closing, the value you might collect later and the conditions attached to each payment.

Shop / location

Review date

Prepared by

Map the terms

☐ Reconcile the face amount

Separate buyer cash, escrow carved out of price, seller-note principal, maximum earnout and rollover. Each component belongs in one bucket.

Evidence / next action

☐ Define the peg

Choose the same convention for all offers. Enter expected delivered working capital minus the agreed peg as a signed adjustment.

Evidence / next action

☐ Document timing

Enter each bucket’s expected years to collection and note maturity, subordination, release tests or exit assumptions in the terms field.

Evidence / next action

Open item, responsible person and due date

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Compare outcomes

☐ Estimate after-close receipts

Give each contingent component a recovery share between zero and one. Enter your annual discount rate separately.

Evidence / next action

☐ Check downside cash

The cash-only case assumes no later collection. Taxes, closing expenses, debt payoff and a working-capital dispute could reduce that cash further.

Evidence / next action

☐ Read the variance

A nonzero reconciliation gap means that the stated headline and entered components disagree. Resolve it before comparing expected present values.

Evidence / next action

Open item, responsible person and due date

Offer terms

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Blank worksheet

Enter zero for unused components. Enter probabilities as percentages. Timing uses a single collection date per component; use actual note amortization when negotiating.

Offer terms	Offer A	Offer B	Offer C
Headline purchase price			
Cash released to seller			
Seller note principal			
Maximum earnout			
Rollover equity at entry			
Escrow at closing			
Working capital adjustment			
Reconciliation gap			
Cash at closing			
Seller note recovery share			
Seller note years to receipt			
Earnout recovery share			
Earnout years to receipt			
Rollover recovery share			
Rollover years to receipt			

Evidence reference and assumptions

Offer terms

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Blank worksheet

Enter zero for unused components. Enter probabilities as percentages. Timing uses a single collection date per component; use actual note amortization when negotiating.

Offer terms	Offer A	Offer B	Offer C
Escrow recovery share			
Escrow years to receipt			
Annual discount rate			
Expected present value			
Downside cash only			

Evidence reference and assumptions