

## BUY/SELL AGENDA

1. Attorney for entity
2. Buy/Sell Agreement
  - a. Price
    - (1) IRS
    - (2) Departed Shareholder share in future sale price
  - b. Terms
    - (1) Installment vs. lump sum
  - c. Security
    - (1) Lien/escrow
    - (2) Trustee
    - (3) Personal Guaranty
  - d. Restrictions on transfer
    - (1) Permitted transferees
    - (2) Tag along/drag along. Majority sale = minority sale
    - (3) Right of First Refusal
  - e. Voting
  - f. Disability
    - (1) Disability buy-out
    - (2) Disability income
  - g. Withdrawal
    - (1) Option or obligation
    - (2) Vesting
  - h. Deadlock

i. Put - employee/member right to sell stock

j. Call - employer right to buy stock

k. Funding

(1) Death

(a) Buy/sell

(b) Key person

(2) Disability

(a) Buyout

(b) Income

(c) Overhead

(3) Permanent insurance

l. Vesting schedule

m. Employment

(1) Termination at will or for cause

(2) Salary and Fringe Benefits

n. Capital contributions

(1) Loans vs. reduction of interest

o. Covenant not to compete

p. Non-solicitation

r. Purchase of goodwill

q. Tax structure

(1) Redemption or cross purchase?

3. Deductible payments - Deferred Compensation

a. Benefit

b. Terms

- c. Change in control
  - d. "Funding"
  - e. Covenant Not to Compete/Non-solicitation/Confidential Information
4. Minute Book
  5. Asset Protection - multiple entities
  6. Lease
  7. Fringe Benefit Planning
    - a. Retirement Plan
    - b. Key Personnel – Golden Handcuffs
    - c. Medical Reimbursement
  8. Personal Estate Planning
    - a. Proper Distribution
    - b. Avoid Probate
    - c. Avoid Taxes
    - d. Asset Protection
  9. Transfer of business
    - a. To children
    - b. In trust for children
  10. Fees

Prepared by:  
Maroko and Landau  
By: Mark G. Landau, Esq.  
32255 Northwestern Highway, #214  
Farmington Hills, Michigan 48334  
(248) 855-8808  
mlandau@m-l-law.com  
81794  
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