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Successful Business Ownership Transition

**Small Business** Week® 2006

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#### **Successful Business Ownership Transition:**

# A vital step to

In this issue, *Profit*\$ will again focus on business ownership transition, considering its importance for Canadian entrepreneurs. The main article clearly sets the table: by 2010, Canada will witness the biggest transfer of assets in the country's history. Pages 4 and 5 also include an interview with Michel Bergeron, Director, Strategic and Business Solutions at BDC, as well as an article on the benefits of ensuring the continuity of business.

In 2006, Small Business Week® and the Young Entrepreneur Awards will be held under the theme A world without boundaries open to new *markets*. If you are a dynamic and imaginative young entrepreneur, you may be eligible for several awards. Your passport to fame? Check it out on page 6!



## Business Ownership Transition

### at Alpine Environmental Ltd.

#### Getting the green light for an MBO

If you're thinking of becoming a successor to a business, you might ask one of the three new executive partners at Alpine Environmental Ltd. for some excellent first-hand advice on the matter.

This past fall, Kathy Reich and executive partners Troy Bulbuck and Ranju Shergill led a successful management buyout (MBO) at the Calgary-based company. "I was confident that this was the best way for the previous owners to exit the company and an ideal way for us to take advantage of an excellent business opportunity," Reich says.

The trio purchased the fast-growing firm, which provides a diversity of environmental services to industries in Western Canada, including compliance and liability services, emergency spill response, environmental planning, geographic information systems, reclamation, contaminated site assessment and risk management.

"It was a natural step for us to pursue ownership. We saw a real opportunity to grow the company. Our goal now is to build a sustainable business and pursue an aggressive growth curve," says Reich.

#### **Continuity counts**

The MBO also enabled the new executive partners to bring extensive experience to the table. And for former owners Ed Lambert and Alan Scheiber, continuity was important in the deal. "They were looking for buyers who would respect

"I was confident that this was the best way for the previous owners to exit the company and an ideal way for us to take advantage of an excellent business opportunity."

the current corporate culture, which is really about empowering human talent," says Reich. "They recognized that we were a young and dynamic team that would bring a lot of new energy to the company."

One of the key advantages of an MBO is that responsibilities can be transferred smoothly and rapidly, since the buyers already have experience under their belts. "The predecessors were also looking for a clean-cut deal and didn't want to play a future role in the company," she says.

#### Financing the deal

BDC, along with another financial institution that provided a term loan,

assisted in the transition of ownership with subordinate financing. Subordinate debt mimics equity financing because the investment is based on the cash flow of the company rather than on the tangible assets," says Brenda Wall, Manager, BDC Subordinate Financing, who oversaw the deal. "Alpine Environmental Ltd. was an ideal candidate for this type of financing. The company had a history of strong cash flow but lacked sufficient tangible assets to secure traditional financing," she explains.

"It was a properly balanced financing deal for an MBO. The right level of debt and equity ensured a healthy amount of capital going forward for the growth of the company, and at the same time, helped the business make the transition to an employee-owned company," she concludes.



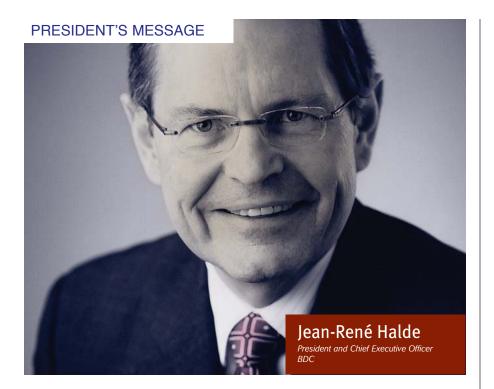


#### An Invitation to Innovative **Young Entrepreneurs**

Are you a Canadian citizen between 19 and 35 and have you been operating a business for at least two years? If so, you are eligible for the Young Entrepreneur Awards.

To obtain a pomination form, consult our Web site at www.bdc.ca/yea, visit the BDC branch nearest you or send us your coordinates at yea@bdc.ca.

> The deadline for submitting applications is June 8, 2006.



# Business Ownership Transition: The Key Players

As a phenomenon closely related to demographic decline, business ownership transition affects every Western society. In a report published in 2004, France's economic and social council wrote: "Business ownership transition involves two key players: the vendor selling his past, and the buyer purchasing his future."

Each side has its own clear goal. The sellers want a fair price for a business they patiently built and in which they invested years of their lives. They realize no amount of money can eliminate the sense of loss they feel, but at least they will gain the assurance of having sufficient financial resources for themselves and their families when they walk away. Meanwhile, the buyers' objective is to purchase the business at a reasonable price, preferably in line with or below its market value. And for the deal to go through, they obviously need adequate financial support.

To ensure a successful business transfer, the two sides have to reach an agreement and clearly understand that the transaction involves more than a change of leadership and ownership. The fact is that it's also a conveyance from one generation to another, because the buyers are usually younger than the sellers. In the eyes of everyone involved in this process, an entirely successful transfer gives the business a better chance of survival. The sellers realize that the business will carry on, which is likely to provide some comfort in a trying situation. For the buyers, the benefits of business continuity are clearly described in the article on page 4 of this issue of *Profit\$*.

At BDC we intend to make every effort to meet the needs of entrepreneurs facing a business ownership transition. In the coming months, we will launch innovative initiatives designed to support entrepreneurs looking for the financing and consulting advice they need to carry out a transition. In addition, starting in 2006 and for the next three years, the Ongoing Achievement Award bestowed during Small Business Week will go to an entrepreneur who has successfully completed the business ownership transition process. BDC's efforts will focus on fostering business continuity because, aside from the two key players' roles, another essential factor comes into play: keeping Canada's small and medium-sized entreprise (SME) sector strong, as that strength contributes to our economic prosperity.

# Briefs\*

Bell Canada recognizes that Canadian small and medium-sized businesses (SMBs) face greater competition than ever across diverse industries and are seeking innovative solutions that deliver business advantages. Bell's SMB Group works with companies to appreciate their specific challenges. With its comprehensive understanding of IT and telecom, Bell provides affordable solutions for current business needs while effectively planning for the future. www.businesscentre.bell.ca

Since 1925, the Canadian Chamber of Commerce has been the largest, most influential advocate for business in Canada. Founded with the aim of creating a strong, unified voice for Canadian business and a set of values from which policies encouraging prosperity would emerge, the Canadian Chamber of Commerce continues to be the only voluntary, non-political association that has an organized grassroots affiliate in every federal riding, www.chamber.ca

Western Economic Diversification Canada works closely with western Canadian communities to help them compete and prosper in the global marketplace. Direct services for small businesses are delivered through WD's Western Canada Business Service Network. The network provides more than 100 points of service to assist entrepreneurs in cities and rural communities to create and grow their businesses. www.wd.gc.ca.

WestJet is Canada's leading low-fare airline, offering scheduled service throughout its 33-city North American network. Named Canada's most respected corporation for customer service in 2005, WestJet pioneered low-cost, high-value flying in Canada. With increased legroom and leather seats on its modern fleet of Boeing Next-Generation 737 aircraft, and live seatback television provided by Bell ExpressVu on the majority of its planes, WestJet strives to be the number one choice for travellers. www.westjet.com

\*Sponsors of Small Business Week® have full responsibility for this news brief copy.



#### This month's theme: **Quality management (ISO)**

Go to www.bdc.ca/ask, where a BDC Consulting business advisor will answer your questions.



#### Canada



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Web site: www.bdc.ca

## SUCCESS STORIES

## <sup>^</sup>taste∘fsuccess



#### **ESSENCES BONNIE** & DON FLAVOURS INC.

Getting international recognition for your food safety management system is a big feat for a small company. This year, Mississaugabased Essences Bonnie & Don Flavours Inc. was one of the first businesses in North America to achieve ISO 22000:2005 certification.

"We worked hard to get that stamp of approval. In the end, you really gain customer confidence and tremendous credibility. Our food safety management system can now stand up to any audit," says Donald Poole, President of the company, which manufactures flavour extracts used in a variety of foods from juices to ice cream. ISO 22000:2005 is designed to help businesses incorporate the principles of the world-recognized HACCP (Hazard Analysis and Critical

Control Point) with the disciplines and controls related to the ISO management series standards.

The company worked closely with BDC Consulting to implement the food safety management system. This also involved demonstrating compliance with applicable statutory requirements and registering the firm's food safety management system with a recognized third-party registrar. "BDC was an excellent partner for us and provided a solid project leader who helped take the initiative in hand. It was a lot

of work but it was worth the investment," Poole says.

Today, Essences Bonnie & Don Flavours Ltd. is certainly beginning to see the fruit of its labour with more than 52% growth in sales. He attributes part of that success to the company's focus on quality and customer service. "To stand out in the crowd, you need to give your clients a reason to want to deal with you. If the customer wants your product tomorrow, then you find a way of doing that," he concludes.

#### **ESSENCES BONNIE & DON FLAVOURS INC. AT A GLANCE**

Founded		1998		
Owners	Donald and	Bonnie Poole		
Based		Mississauga, Ontario		
Products		Food flavours		
Employees		12		
BDC support	Consulting services (ISO 22000)			
Web site		www.bdflavours.com		

The ingredients of a healthy

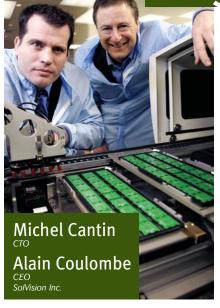


Today, Superior Tofu offers high quality tofu and soy foods that are based on the traditional Asian staple but updated for a North American diet. Customers will find everything from an organic product line to soy and low-carb desserts, she says.

"We fully take advantage of being small by being able to respond to customers and industry trends quickly. Innovation is in our blood," adds Cheng. Even though Superior Tofu is a small-scale company, it leads the industry with many "firsts," including packaging that features photos and nutritional information, and breakthrough products such as soy desserts with exotic flavours. "We achieved all of this at a fraction of the costs incurred by our much bigger competitors and by doing as much as possible in house," she says

Since its inception, the company has definitely seen the concrete results of hard work and a creative business approach. Superior Tofu recently doubled its space and moved to a 18,000-square-foot, Food Safety and Quality Systems-certified plant with the help of a term loan from BDC. That has also financed new state-of-the-art equipment. "We were a little scattered before and now we have everything conveniently under one roof," Cheng says. "BDC has always supported us all the way. They recognize that we have a solid history and an excellent performance track record."

# A vision of SUCCESS



#### **SOLVISION INC.**

The right technology backed by the right people can earn the confidence of investors and marquee clients. Just ask Alain Coulombe, CEO of SolVision, who has seen his company triple its revenues in the past year.

"We do have the winning technology, and our company definitely has a distinct competitive advantage," says Coulombe. Today, SolVision develops, manufactures and commercializes metrology and quality-inspection systems based on its proprietary

3D vision technology for the semiconductor and electronics industries. "We have the highest accuracy and speed ratio in the industry, which has attracted bigname clients such as Intel, Samsung, IBM, AMD and Philips," he explains.

Coulombe is quick to add that having built a strong team is also a large part of SolVision's success. "Technology doesn't yield much if you don't have the people and their expertise behind it," he says. "As an entrepreneur, you can't do it all yourself. You have to get the right talent in place first, whether it's sales, finance or operations."

BDC has regularly invested in SolVision since January 2000 and was also involved in the last round of venture capital financing, which was largely earmarked for the acquisition of Singapore-based company MVI. "MVI gives us a presence in Asia, where a large part of our customer base is located. The company also offers a complementary set of products and technology," Coulombe explains.

"BDC has always been very proactive and played an important role in our success. They understand what it is to run a capital-intensive business today," he says. "This is an exciting time for SolVision and we foresee exponential growth down the road."

#### **SUPERIOR TOFU**

"Pure and simple" is the core philosophy at Superior Tofu. And it's reflected in everything from the company's products to corporate culture and marketing.

"Life is complicated enough," says the president of the company, Rita Cheng, whose grandfather started the first tofu store in Vancouver's Chinatown in the 1940s. "I'm proud of my heritage and the fact that we run a business that is very focused and lean. We live by that model and manage our company that way," she emphasizes. The company's plant manager has also attended a lean manufacturing seminar offered by BDC, which was "a perfect fit with our company motto."

#### SOLVISION INC. AT A GLANCE

Founded		1994			
CEO	Alain Coulombe				
Based	Boucherville, Quebec				
Products	3D vision quality inspection systems				
Employees		125			
BDC support	Venture capital				
Web site		www.solvision.net			

#### **SUPERIOR TOFU AT A GLANCE**

SOI EMON TOTO IN IN CERTICE				
Founded		1982		
President	Rita Cheng			
Based	Vancouver, B.C.			
Products	Tofu and soy foods			
Employees		35		
BDC support	Term loan			
Web site		ww	w.superiortofu.com	

# An Interview with Michel Bergeron

Michel Bergeron is Director, Strategic and Business Solutions at BDC. His responsibilities include the development of a Business Ownership Transition (BOT) program at BDC, which would respond to the needs of exiting entrepreneurs while taking into account the interests of potential successors.

Question: Research studies show that start-ups create on average two jobs, while a successful business ownership transition process maintains an average of five jobs. Should we give BOT the same importance as job creation?

Answer: Undoubtedly. Before starting a business, you need to have a good idea or at least a desire to be an entrepreneur. Starting from scratch can be risky business. This is why we often tell potential entrepreneurs to examine the option of buying an existing business. Although the entry price is substantial, the benefits can be significant. The existing business has a proven track record, premises and equipment, established products and services, clients, suppliers, trained and experienced employees, a brand name and so forth. In addition, by buying a company, the buyer helps ensure the continuity of business and preserves

its chemistry, created from the combination of its tangible and intangible assets.

Q: Business ownership transition has become an issue of growing importance in Canada. Is this phenomenon more acute in certain parts of the country than in others?

A: It has become a big issue throughout Canada, as demonstrated by reports from the Canadian Federation of Independent Business—CFIB (http://www.cfib.ca/ mcentre/mwire/releases/nat061305\_e. asp) and CIBC Small Business (http:// www.cibc.com/ca/small-business/ article-tools/retire-news-2005.html). However, the CIBC study forecasts that business exits will be greater in Western Canada than elsewhere in the country, mainly because of the West's industrial structure. Demographic trends have an impact on all sectors and institutions of society, including BDC. Our portfolio of clients is aging, as is the case for other financial institutions. However, this phenomenon poses a major challenge for us because we are a long-term lender. Continuity of business is therefore a priority. It is also in line with our public policy mandate to promote the creation and growth of Canadianowned businesses.

**Q:** In its June 2005 report on business ownership transition, CFIB recommends the following for financial institutions: "Banks and other lending institutions should increase their participation in small business financing by adopting more flexible lending practices that take into consideration the financing needs related to business succession." Has BDC taken action with regard to business ownership transition?

A: Our main objective is to focus on an innovative financing approach that could reconcile our risk management philosophy with the long-term interests of the successor and the business on the one hand, and the seller on the other hand. We are putting together an integrated business solution that, by combining financing and consulting services, will help our entrepreneurs turn ownership transition challenges into business opportunities. On the financing side, we will make sure that the financing of the sale does not jeopardize the growth prospects of the business. On the consulting side, we will strive to ensure that small and medium-sized business owners have access to a methodology and pool of expertise that will help them achieve long-term success.



#### Completing thebusiness life cycle with continuity

Along with creation and development, business ownership transition represents the third crucial—and natural—phase in a company's life cycle. Ensuring continuity of business—in other words, its survival—can give an established company a fresh start by preserving important elements that are key to its future.

- 1. Protecting jobs not only has a positive impact on the local and regional economy, but skilled and experienced employees may also be a company's most precious assets. Before retiring they will also be able to transfer their knowledge to new employees, therefore helping to preserve the intellectual capital of the business.
- 2. Maintaining the corporate culture aligns all employees around a shared set of goals and objectives, and empowers them to make decisions in their areas of responsibility. Corporate culture is the glue that keeps the company together and ensures its cohesiveness.
- 3. Retaining clients and suppliers ensures the buyer that he or she will not start from scratch, as long as the ownership transition process is carried out smoothly. In addition, the successor must bear in mind that the process involves both a transfer of assets and an intergenerational transfer. The new owner will therefore have the responsibility of gaining the confidence of existing clients and suppliers.
- 4. Ensuring the financial stability of the company, even its profitability, is vitally important, since it will give the new owner a solid basis from which to develop the growth strategies that will drive the business to new heights.
- 5. Building on existing products and services is an excellent starting point for an entrepreneur with vision. It enables him or her to benefit from a wide range of options, such as product and service diversification, exporting and innovative marketing strategies, that can all contribute to reinforcing the company's brand image.

# Bouctouche Bay Industries Ltd An ocean of ire Mesh . Fishing Supplies opportunity Mathieu Bourque Rhéal Savoie

#### BOUCTOUCHE BAY INDUSTRIES LTD.

In today's highly competitive business environment, diversification is a winning strategy for entrepreneurs. And Rhéal Savoie, CEO, of Bouctouche Bay Industries Ltd. can attest to that.

"The fishing industry can be touch and go, so it was wise for us to look at opportunities to diversify. There are a lot of bigger players out there, and global competition in countries such as China definitely keeps you on your toes," explains Savoie, who launched his New Brunswick-based business in 1995.

Apart from manufacturing commercial fishing equipment, such as lobster traps and buoys, the company has also expanded its product line to include plastic injection molding. Bouctouche Bay Industries is now fully equipped to manufacture a wide range of custom plastic products, such as windows and bathroom fittings. "I already had an experienced team in place. By being cost efficient and increasing our capacity for volume, we've also been able to be more profitable," Savoie says. "There's very little expertise locally in plastic injection molding, so we wanted to be one of the first in line to capitalize on this," he emphasizes.

In fact, when it comes to innovation, Savoie and his team seem to be true front.

runners. The company has also been working closely with local oyster growers on developing a floating oyster cage system that is breaking new ground in the industry. "Oysters grow twice as fast on the surface of water as on the bottom. This method not only improves quality and taste but also greatly reduces the mortality rate," he says. "When you can help solve a problem, you know that you have a golden business opportunity."

Along the way, BDC has helped Bouctouche Bay Industries take full advantage of these opportunities by financing new manufacturing equipment. "I'm a true fan of BDC. Their confidence in you is not just based on numbers but also your entrepreneurial spirit," he says. Savoie lescribes himself as a "late bloome in business who had a dream. I had already worked for an economic development agency and realized that I saw myself as an entrepreneur. I really needed that challenge. Sometimes in life, you have to be your own cheerleader," he says.

As for the future, Savoie sees his business growing but is intent on balancing work and life. "Quality of life is important for me," says Savoie, who has a property overlooking a scenic river. The CEO also has a succession plan in place to pass on the torch down the road. "I'm not ready for retirement vet, but I'm well-prepared with a good plan when it happens," he concludes.



According to a CIBC Small Business study released in February 2005 (*Are Canadian Entrepreneurs Ready for Retirement?*), more than \$1,200 billion in business assets will change hands by 2010 due to aging entrepreneurs exiting their businesses. This is by far the biggest transfer of assets in Canada's history. It poses a major challenge to the national economy and raises a fundamental question: How can we make sure these assets remain in Canada? The answer lies mostly in a carefully designed succession plan thought out well in advance that will help ensure the continuity of business and maintain Canadian ownership of these companies.

#### Two perspectives on globalization

Demographic trends are already having a huge impact on the business ownership transition process. These trends are also being felt in the employment market. In a survey released in December 2002, Compas Inc., a public opinion and customer research firm, estimated that by 2010, Canada may lack as many as 1.5 million skilled workers. Likewise, it is logical to assume that Canada could even face a shortage of potential buyers for those businesses from which owners will withdraw, thus leaving the door open to global competitors with significant financial means.

According to Bruce McConnell, Vice President, Operations Support at BDC Consulting: "Many foreign businesses have their eyes on Canadian companies. If the business ownership transition process is not planned in advance to help ensure the continuity of business and to find potential domestic buyers, it could spell trouble and result in decision centres being transferred outside the country."

However, globalization can be seen from a different angle. For instance, Canadian companies might be bought by domestic buyers whose main objective is to create larger businesses that could play a major role in global markets. If operated efficiently and with business

foresight, these companies could even help Canada bridge the growing productivity gap with its American neighbour.

#### A fundamental economic issue

Business ownership transition has become an issue of the utmost importance for Canadian entrepreneurs. And this is only the tip of the iceberg, since in the coming years, the number of owners who will leave their business will grow exponentially. Considering the extent of the changes that will come about in the next decade, there needs to be outright recognition of business ownership transition as a fundamental economic issue, and

concerted action between all levels of government in Canada, financial institutions, professionals involved in business transition and academics is needed. But everything has to start with entrepreneurs.

As Bruce McConnell points out: "My most important piece of advice for business owners is: Don't leave it for tomorrow. Think of top-of-mind objectives right now. Planning is absolutely critical. Selecting your exit strategy and preparing your successor with a view to ensuring the continuity of business is as important as maximizing the value of your business before you exit. These are two sides of the same coin."

# Small Business Week® 2006: Turning Global Challenges into Entrepreneurial Opportunities PRIX AUX JEUNES ENTREPRENEURS Open to new markets Small Business WEEK® BDC Semaine PME® 2006

International trade has become increasingly important for Canadian-owned businesses. Considering that the Canadian economy makes up only 4% of the world's economy, it is vital that our entrepreneurs succeed in turning global challenges into opportunities. Almost 40,000

## YOUNG ENTREPRENEUR AWARDS

Small Business Week officially takes off with the Young Entrepreneur Awards (YEA) ceremony, which will be held this year in Moncton, New Brunswick, on the evening of October 17. The 19th edition of the YEA will salute the business achievements of creative and dedicated young entrepreneurs, aged between 19 and 35, who represent Canada's 13 provinces and territories.

If you are a Canadian citizen and have been operating a business for at least two years, you may be eligible for the awards. We suggest that you consult BDC's Web site at www.bdc.ca/yea to find out more about the YEA. Bear in mind that the deadline for submitting applications for the Young Entrepreneur Awards is June 8, 2006.

#### Other awards in store

Winners of the Young Entrepreneur Awards are eligible for additional prizes: The Creative Mind Award and The Export Achievement Award. Each of these prizes includes a \$15,000 cheque. The full amount must be invested in the business to support its growth initiatives.

The winners, including YEA recipients, are chosen by a panel of business people, members of chambers of commerce and BDC representatives. All nominees must meet the following criteria: originality of the business concept, success of the company since its inception, growth potential and community involvement. Nominees from previous years are eligible

for all three awards, for the same or another business. Past YEA winners are only eligible for the Ongoing Achievement Award, provided they satisfy the award's new requirements outlined in the section below.

#### Ongoing Achievement Award 2006 Business ownership transition

By 2010, the Canadian economy will experience the most significant transfer of assets in the country's history. More than \$1,200 billion will change hands as a result of population aging. For the next three years, BDC's Ongoing Achievement Award will be offered to entrepreneurs who have successfully completed a business ownership transition process, as a means of encouraging Canadian companies to plan ahead in that regard.

The award will henceforth be presented to a company that has a new buyer following an intergenerational transfer. The entrepreneur/buyer and the entrepreneur/seller will both be honoured. The buyer will receive \$20,000 to help the company achieve its growth objectives, which must be invested in the business.

All Canadian entrepreneurs who have successfully completed a business ownership transition plan in the past five years are eligible for the Ongoing Achievement Award. The buyer must hold at least 33% of the shares of the company, occupy a management position and have been active in the company's daily operations for at least one year.

of our companies are already exporting, and 97% of them are small and medium-sized businesses. To survive and thrive, Canadian entrepreneurs need to overcome a number of challenges, including a rising dollar, growing energy costs, tightening of border controls with the United States and the advent of emerging giants, such as China and India.

During the 27th edition of BDC's Small Business Week, which will be held throughout Canada from October 15 to 21 under the theme A world without boundaries open to new markets, our entrepreneurs will have an opportunity to take part in several activities that will help them tap into emerging markets and strengthen their presence in existing markets such as the United States.



Year after year, the synergy among members of chambers of commerce, professionals in BDC branches, and Small Business Week's local and national sponsors enables Canadian entrepreneurs to benefit from a wide range of activities. Conferences, trade fairs, workshops and business luncheons offer our entrepreneurs the chance to network and exchange ideas on a variety of issues, from improving their productivity and stimulating their growth to venturing into new export markets and maximizing their management skills.

To consult the schedule of Small Business Week activities in your area, we invite you to visit the nearest BDC branch, read the fall 2006 issue of *Profit*\$ or surf on our Web site at www.smallbusinessweek.ca in August.

#### **Forum**

The 5th edition of the BDC Forum will be held in Moncton on October 16. Intended for the winners of the Young Entrepreneur Awards, it has become in just a few years one of Small Business Week's feature events. This year's Forum will give the 2006 YEA recipients an opportunity to take part in real-life case studies that will put into perspective the major issues that entrepreneurs need to deal with, as well as the challenges they will face during the course of their business careers.