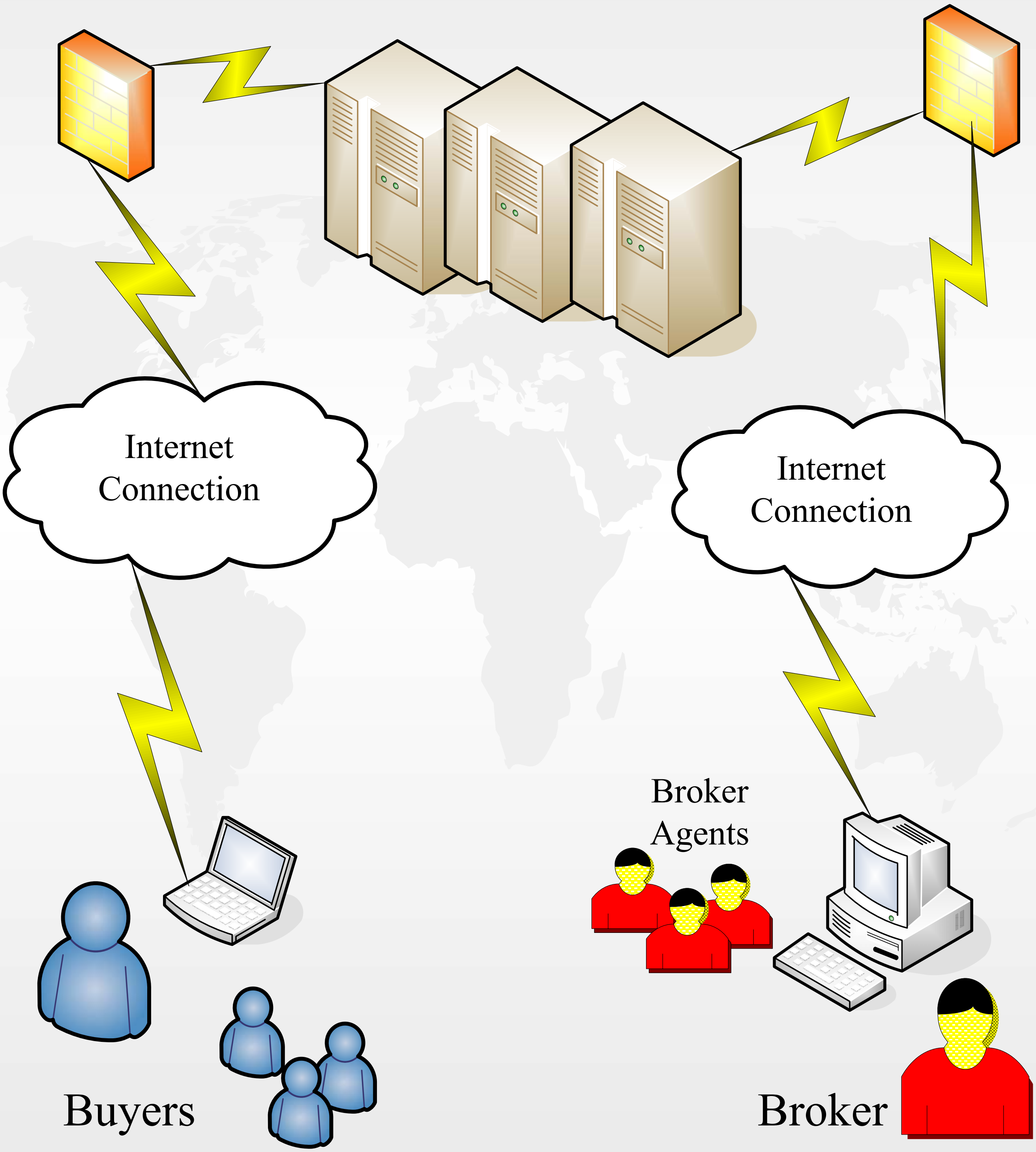
Buyer Management System (BMS)

by Johnson Services.com, Inc.

Creators of the InBLISS® family of business programs.

Internet Business Listing Support System



Buyer Management System (BMS)
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Main Features:

Designed to work with the InBLISS system.
The BMS is integrated with the InBLISS application to allow the information already available to be used by all parties and to provide a standard communications interface. These standard interfaces include the same button/form functions and features available in other parts of InBLISS, such as Multi Category search, Location Search, price and down payment options, report selection and heading choices, Excel download and many more.

Allows brokers/agents to maintain their client list online.
Keep all of your client information in one place and access it through the Internet. The BMS is designed to allow buyers to register on your private website or you create and complete as much information on your clients as you wish. Once created you and your client have one location where you can collaborate and share information.

Large Library of Documents and Forms.
The BMS contains a large library of your organization's documents and forms in both PDF and web format, as well as additional ones that pertain to the need of different business acquisitions. Some of these forms are the SBA Loan Request, Personal Financial Statement, Personal Resume guide, and the Fannie Mae/Freddie Mac form. These forms are integrated with the system to automatically fill in as much information as is provided in the client file, office/agent file, and the BLI.

No more Email problems - Stores forms and documents that you post for your client on the web.
The system stores the forms and documents you post for your client to review in a web folder. The system records each time your client accesses these documents so you have an electronic signature of their activity. Because the forms are stored on the server this eliminates the need to send the forms via email. This provide greater compatibility with web providers that do not follow the standards in web and email access (AOL, Sprint, Netscape) and again, the system records each time the client accesses the confidential information you have provided.

- **Automatically searches** the supported MLS systems for new listings that meet your client's listed criteria.
  The system will conduct a search manually based upon listing search parameters you or your client enters. The system will automatically review new listings as other agents add them to the system based upon listing search parameters stored in the client's folder.
- **Automatically notifies the Listing Agent.**
  Whenever a Co-Brokering transaction is established the system sends a notification to the listing agent via email that the selling agent has received a signed Confidentiality Agreement.

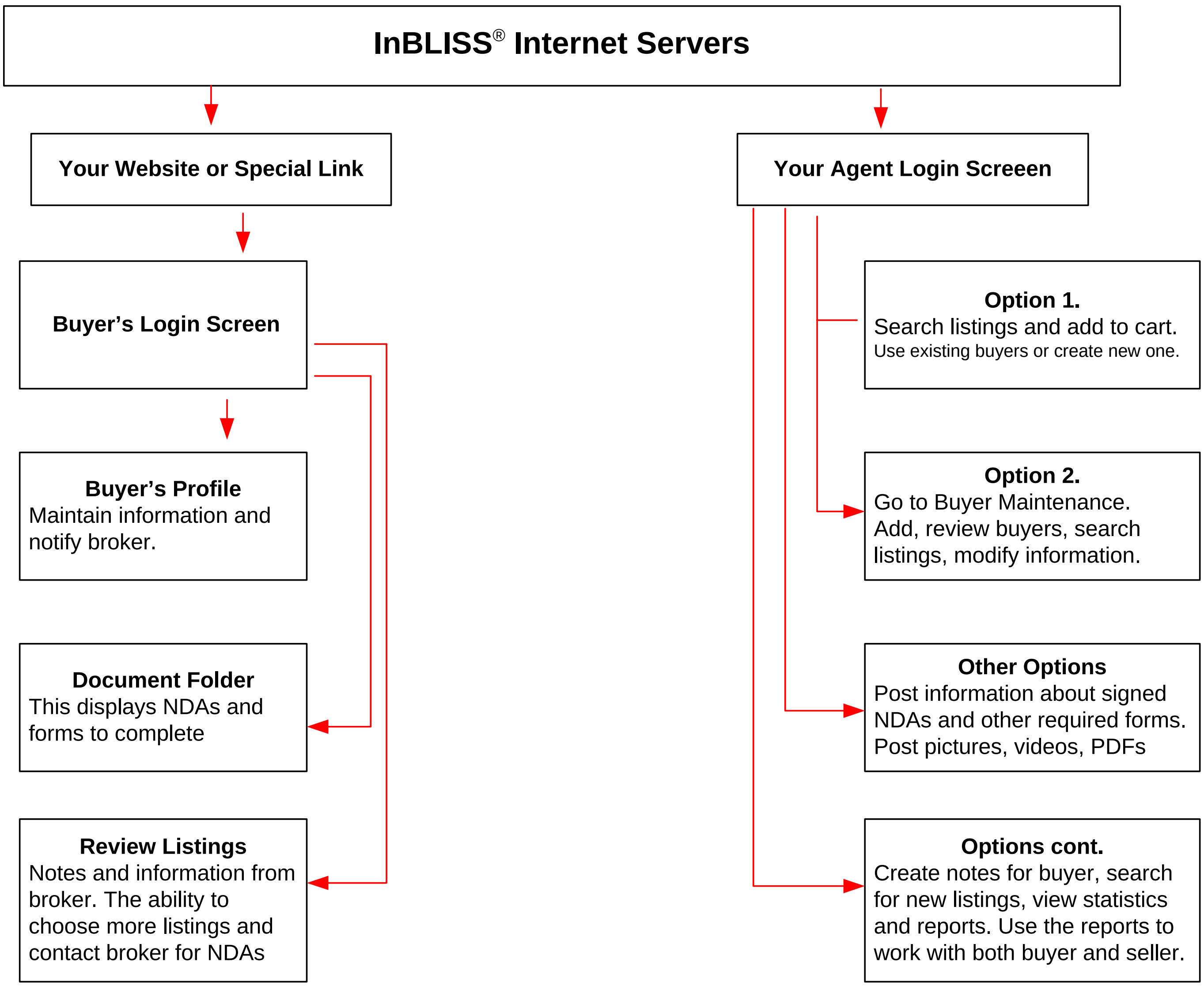
Additional Features:

The BMS contains a PIN number and other information.
The pin number allows the agent to provide the client additional information about a listing using the **Confidential Client System** (CFClient). CFClient is a special folder on the server where you are able to store scanned images, pictures videos, spreadsheets, etc about a particular listing. Each time your client enters this area the system records the activity and the documents viewed.

Wherever possible your client is directed to your private website.
By using a private web site, the system is designed to direct your client back to it to retrieve the information you notify them of. This feature will help provide traffic to your site and help establish client loyalty. The system will still allow you to communicate with your clients if you don't have a private site, but your marketing options are limited.

Custom Forms.
The BMS can make use of custom forms and documents that are provided by you. These forms include all of the standard BMS forms, but can be customized to include your logo and business information. In addition to the standard forms you can provide addition forms that you require, such as a detailed financial statement or a state required License Approval Form. etc.

Buyer Management Flow Chart



Other Features and Options

Designed to work with the InBLISS system.

No more Email problems - Documents and forms that you post for your buyers are stored on the InBLISS servers and filled in by the clients using their web browser.

The BMS contains a PIN number and other information.

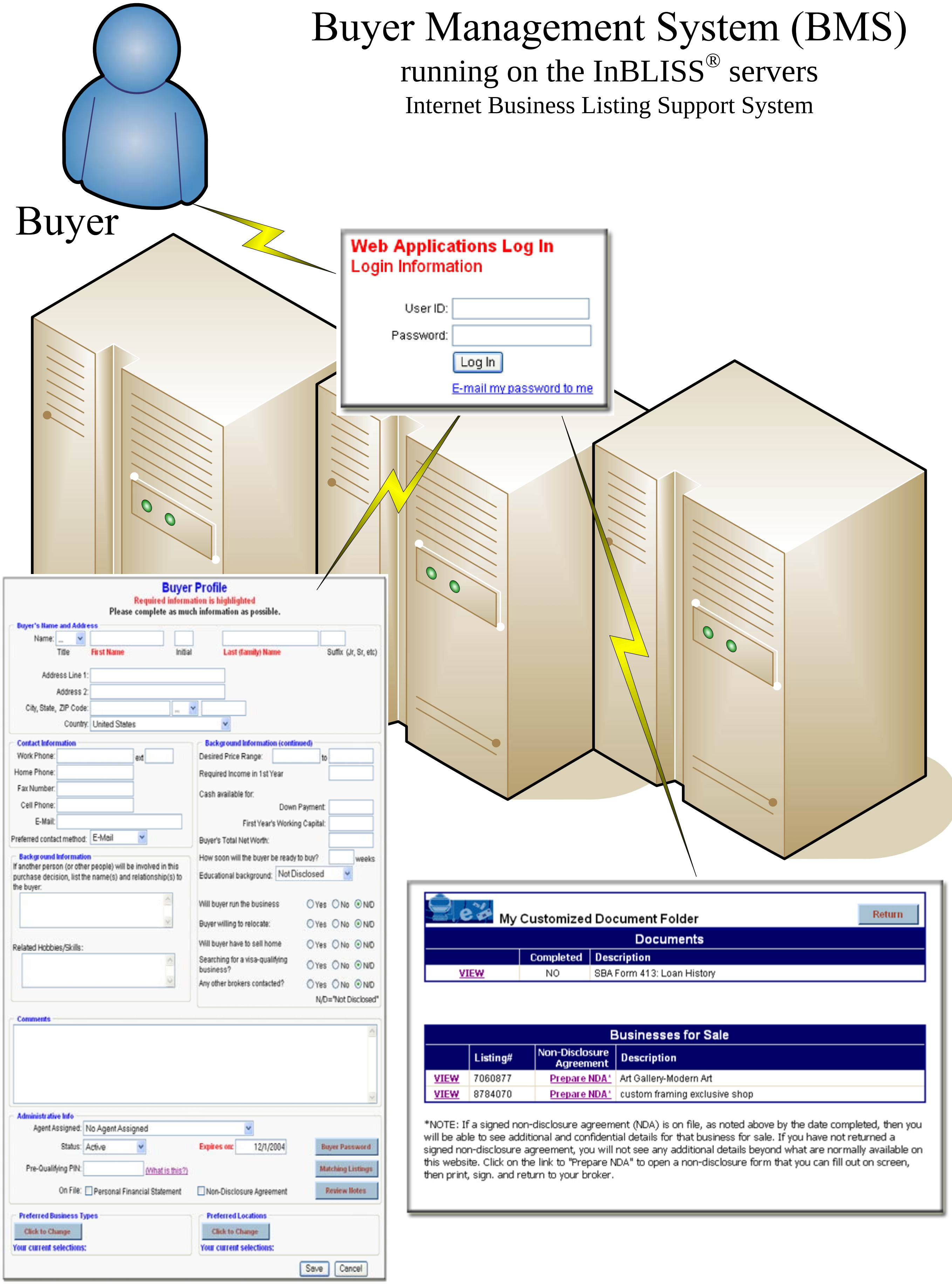
Buyer may register from your website or from a special link you provide to them.

Create a history of your buyers listing viewings.

Buyer Management System (BMS)

running on the InBLISS® servers

Internet Business Listing Support System



Buyer Management System (BMS)
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Buyer Side:

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Buyer may register from your website or from a special link you provide to them. (Link assigned by Johnson Services.com, Inc.[*])

Your buyers may register from your private website. By using this method your buyers will have a reason to return frequently to your website, providing a continued contact with the buyer. This will help built buyer loyalty and provide them an opportunity to be presented with additional information. Your library of documents and forms can be integrated with the system to automatically fill in as much information as is provided in the buyer file, office/agent file, and the BLI.

Buyer Side - General use procedures.

1. The buyer clicks the special button on your web site. (If you don't have a site then you email them your custom link).
    a. **If they have not registered then they are given an opportunity to do so.**
    The buyer may register with just the basic information. The first screen a new buyer is presented is designed to get basic information for them without being so detailed that they become intimidated and leave. After they submit this first screen they are presented with a second screen that will explain the value of providing more information to assist you and them in locating the correct business and automate the required forms process. In either case you will be emailed a notification (using the address that is in your InBLISS profile).
    b. **If the buyer has already registered**
    If the buyer is registered they use the "**Already Registered Area**" using their own user ID and password. Once logged in the buyer is provided with a menu of options.
2. The "Document Folder" is the area where you provide the documents and forms you require to be completed and BLI information to be displayed. If the buyer's profile contains their address and other information then this information will be used to assist in completing your required forms. The document folder is divided into two sections. The top section is for the documents and forms you specifically require or information you wish to make known. The bottom section is for listings and the required forms that must be completed before additional information in a listing will be displayed. (The listing information that will be displayed until you mark the NDA received is only the public view). A log is created each time a buyer looks at a BLI that has a completed NDA.
3. The Broker Contact Button allows you and your buyer to maintain notes on each listing in their file. The buyer can read your notes as well as create their own notes to you.
4. The remaining buttons allow additional maintenance by the buyer to their profile and to review other listings in the system.

The term “Buyer” as used in this manual doesn’t limit you to just potential buyers.

Although the term “buyer” is used throughout this document, there is no reason you couldn’t use the system to provide documents to other associates, vendors, sellers, or other clients. Although the terminology may be geared to a potential buyer, forms can also be provided to sellers through this process.

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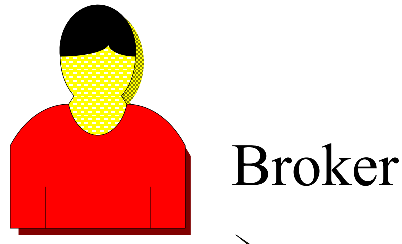
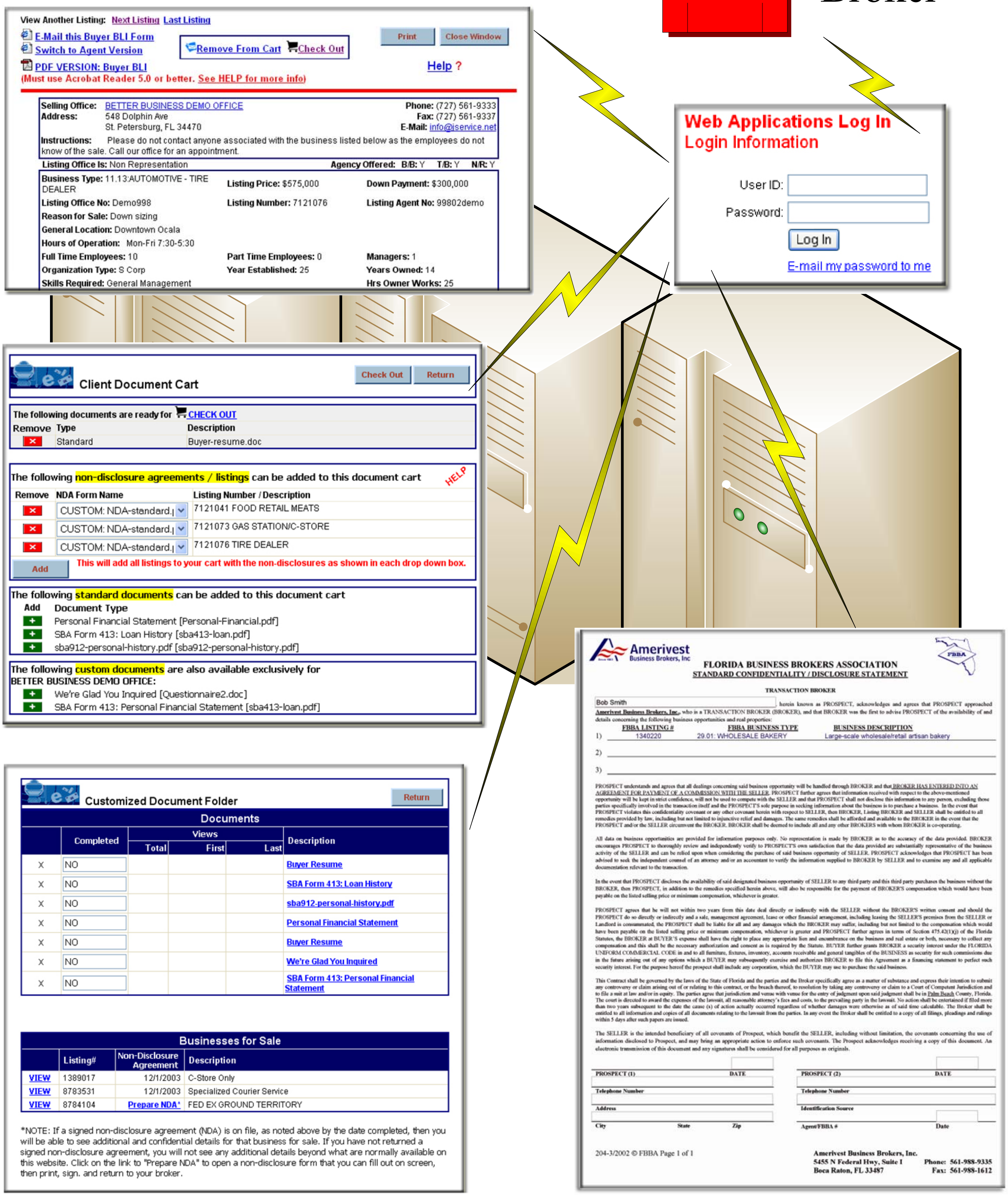
[*] *Note: if you do not have a web site hosted by Johnson Services.com, Inc. then you may request a private link to be assigned to your office for the purpose of allowing your buyers to use this system. The link will be a part of your organization's web site and will allow access to the listing BLIs and basic NDA forms. Custom forms may be included in this link at an additional charge.

Buyer Management System (BMS)

running on the InBLISS® servers

Internet Business Listing Support System





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Broker/Agent Side:

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The Buyer Management System, or BMS, is integrated with the InBLISS application to allow information already available to be used by all parties and to provide a standard communications interface. These standard interfaces include the same button/form functions and features available in other parts of InBLISS, such as Multi Category search, Location Search, price and down payment options, report selection and heading choices, and many more.

Buyer maintenance is part of the Maintenance Menu. This area allows brokers/agents to maintain their buyer client information online in one place and access it through the Internet. The BMS is designed to allow buyers to register on your private website or to allow you to create and complete as much information on your buyers as you wish. Once created you and your buyer have one location where you can collaborate and share information. You must be logged in to use these features. Your buyer must also be assigned a password and have a valid e-mail address to access the system.

Broker/Agent Side-General use procedures.

1. Register the buyer.
    a. Buyers may register through your company's web site or through a private link
    b. You may register a buyer yourself either through the Maintenance Menu or during shopping cart checkout
2. Once you have created a new buyer profile, you must create a password for the buyer before he/she will be able to log in. When you update the buyer’s password, an e-mail will be sent automatically notifying the buyer of the new password. If the buyer registered directly and did not select an agent to work with, then an office administrator must assign an agent to that buyer. If you created the buyer during the shopping cart checkout then you are automatically assigned as the agent. This assignment is done in the buyer's profile Administrative Info section. If a buyer does not have an email address or does not wish to participate in using this interactive system, you may still use it to keep track of the buyer’s information for your own purposes. In that case, a password will not need to be assigned. However, if you wish to use the document cart features, an e-mail address and a password are required, even if they are your own.
3. Sending Non-disclosure Agreement forms and your private documents.
    a. **Library of Documents and Forms.**
    The BMS contains a library of your organization's documents and forms. These forms may be in PDF, HTML (web) or Word format. Also included may be additional forms relevant to business acquisitions, including the SBA Loan Request, Personal Financial Statement, Personal Resume guide, and the Fannie Mae/Freddie Mac forms. These forms are integrated with the system to automatically fill in as much information as possible from what is provided in the buyer’s profile, your office and agent profiles, and the BLI forms. You may also make arrangements to have you own custom documents and forms available to your own office’s agents.
    b. **Creating a cart / checking out**
        i. After completing a listing search, select a listing from the grid to display the BLI details. At the top of the buyer BLI form, you will be given the option of placing that listing into the shopping cart, or if the listing is already in the cart, of removing it. You may use the Next / Previous functions to go to additional listings that matched your search. Once you have selected all of the desired listings, and placed them into the shopping cart, click on "Checkout" to see your cart.

        Alternatively, you can get directly to the document cart by selecting “Document Cart” from the “Buyer Maintenance” menu.
        ii. Select the appropriate non-disclosure agreement for each listing you placed in the cart and any additional documents you wish to include from the Document Menu shown below the shopping cart. *A listing cannot be checked out if it does not have a non-disclosure agreement selected.* After selecting the correct non-disclosure for each listing, click on the “Add” button to add all non-disclosures at once. The listings and their associated non-disclosure forms will be moved to the check out area.
        iii. Select any other desired documents from those available in the document cart work area below the checkout cart. Any standard documents made available by your association will be listed first, followed by custom documents provided by your office, if any.

iv. When you are ready to checkout, click on the “Check Out” button and select the buyer from the dropdown list on the next page. You can also select to add a “New Buyer” from that list. NOTE: you can only send the cart to a buyer with a valid e-mail address on file. If the buyer selected does not have an e-mail address, you will be required to update that buyer’s information, or select another buyer, before continuing.

v. After selecting the buyer, click the “Next” button to continue. This will bring you to the final screen showing the e-mail that will be sent to your buyer.

vi. On the e-mail notification screen, review the subject and message displayed and modify it as desired. Click on “Send Email” when you are satisfied with the information as presented. NOTE: since the buyer will only get an e-mail instructing him/her to log in to your website, there is no need to send a copy to yourself. At any time you can review the buyer’s folder through the buyer profile maintenance screen.

vii. If you left some listings in the document cart without corresponding non-disclosure forms, those items will not be added to the buyer’s folder. Instead, you will see another screen notifying you of the unsent listings. This screen will give you the option to clear the cart, return to the cart to send those listings to another buyer, or to simply leave the cart as is. If you leave the cart as is, those listings will remain in the cart until you take a different action on them.

viii. When finished, you will be returned either to the buyer maintenance menu, if that is where you started, or the BLI window will close and you will be returned to the listing search results, if that is where you started.

c. **No more Email problems - Documents and forms that you post for your buyer are stored on the web.**
The system stores the documents and forms you post for your buyer to review. The system records each time your buyer accesses these documents so you have an electronic record of their activity. Because the forms are stored on the serve, this eliminates the need to send the forms via email. This provides greater compatibility with web providers that do not follow the standards in web and email access (AOL, Sprint, Netscape) and keeps the listing information more secure by not sending it through e-mail.

i. You communicate with your buyers by sending them an email notice of the information you have posted for their review and a link to their login area. This e-mail is sent automatically when you check out a cart.

ii. If the information included forms that need to be completed (such as NDAs) then instructions to complete the forms and fax them to you will be included. The more information that is already in their profile the more the form will automatically be filled in. (The system will include as many listings on a single NDA as the form will allow).

iii. After the buyer returns the NDAs and you are satisfied they are complete, you can then update the buyer’s profile to mark the listings with the date the signed NDA was received.

iv. If any of the listings are co-brokered transactions (i.e. not an in-house listing) the system sends a notification to the listing agent via email that the selling agent has received a signed NDA on their listing. (Special arrangements can be made to allow the Confidentially Agreement and other document images to be viewed by the listing agent via the Internet).

4. Automatically searches the supported MLS systems for new listings that meet your buyer’s listed criteria. The system will also conduct a search manually based upon listing search parameters you or your buyer enters. The system will automatically review new listings as other agents add them to the system based upon listing search parameters stored in the buyer's folder. When a new match is found, you as the broker will be notified.

Additional Features:

The BMS contains a PIN number and other information.

The pin number allows the agent to provide the buyer additional information about a listing through the optional **Confidential Client System** (CFClient). CFClient is a special folder on the server where you are able to store scanned images, videos, spreadsheets, etc about a particular listing. Each time your buyer enters this area the system records the activity and the documents viewed.

Wherever possible your buyer is directed to your private website.

By having a private web site, the system is designed to direct your buyer back to it to retrieve the information you notify them of. This feature will help provide traffic to your site and help establish buyer loyalty. The system will still allow you communicate with your buyers if you don't have a private site, but your marketing options are limited.

Custom Forms.

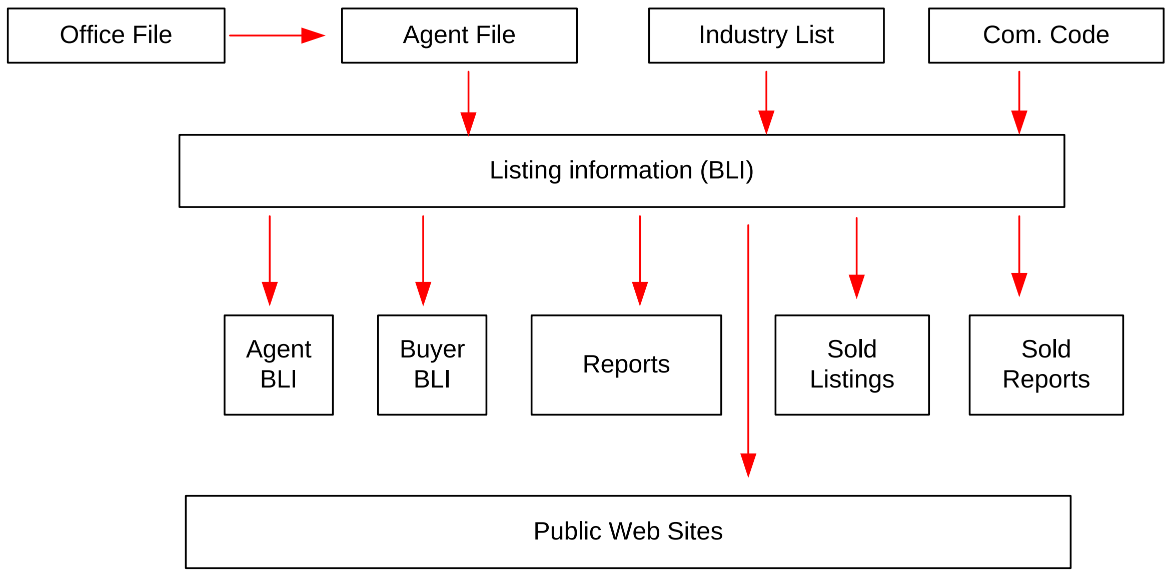
The BMS will make use of custom forms and documents that are provided by your office. These forms may include all of the standard BMS forms, customized to include your logo and business information, as well as any other standard forms your office would like to include in this area. For example, your office can include detailed financial statement forms, Excel spreadsheets, or state required licensing forms, etc.

The term "Buyer" as used in this manual doesn't limit you to just potential buyers.

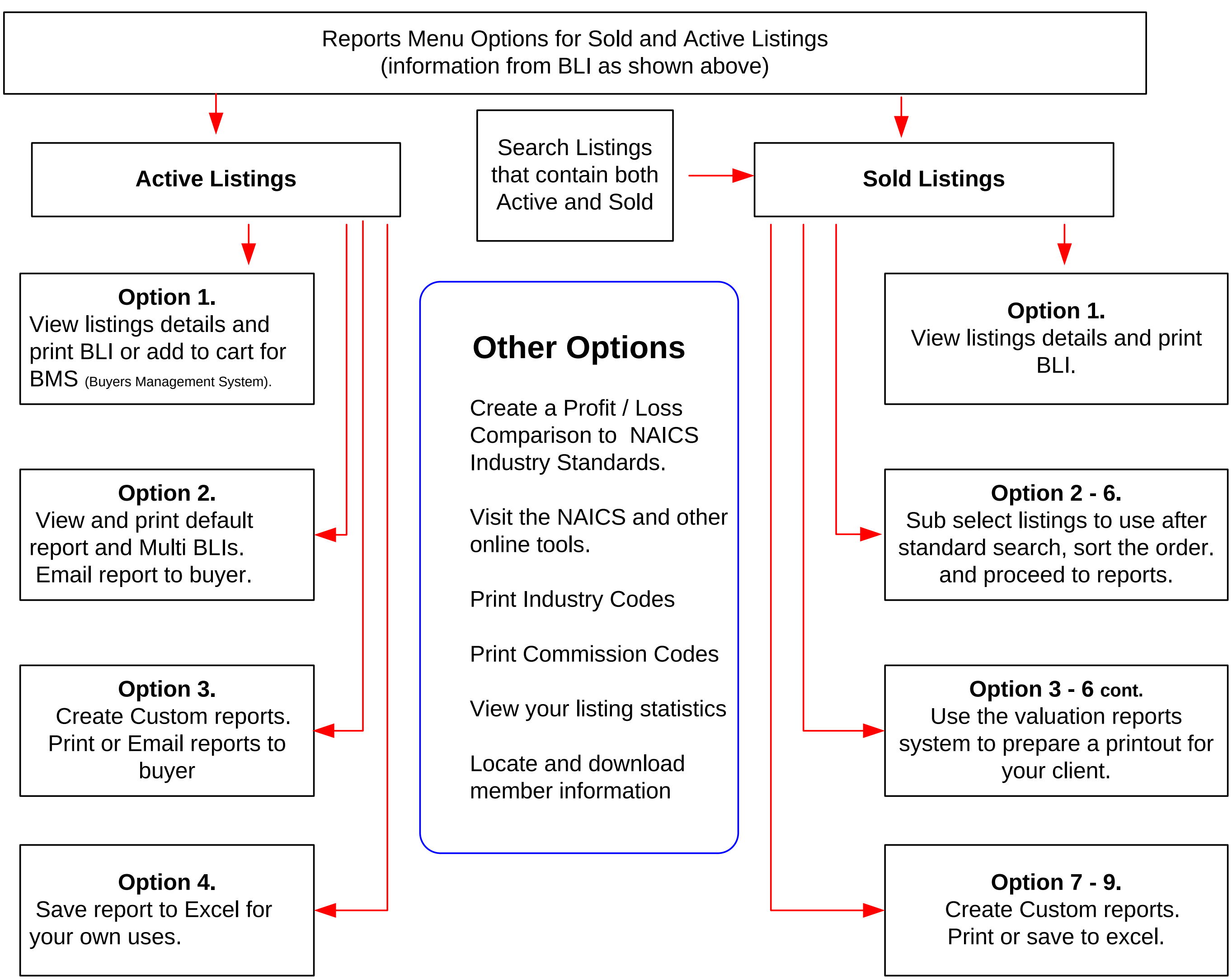
Although the term "buyer" is used throughout this document, there is no reason you couldn't use the system to provide documents to other associates, vendors, sellers, or other clients. Although the terminology may be geared to a potential buyer, forms can also be provided to sellers through this process.

InBLISS Flow Chart

Overall view of how the InBLISS modules relate to each other in the storage of and retrieval of BLI information.



Reports Menu Options for Sold and Active Listings related to information stored in the BLI.



Overview of the MLS system and Basic Functions.

What is the MLS and why should I use it?

MLS stands for **M**ultiple **L**isting **S**ervice. The MLS system allows business brokers to do many things to manage their businesses. The system is Internet based so it can be used outside of the office.

The base system allows brokers to enter the business listings they have for sale, and then share limited amounts of that information with other members of their association and with the public. The sharing of information is done through several methods. The two main methods of this sharing are (1) the BLI's (**B**usiness **L**isting **I**nformation sheets) and (2) other reports which are printed, emailed or viewed on websites. These formats are designed to shield confidential information from the public but give the appropriate amount of information to other agents.

The MLS system also has many other features. The system will record the sale of the business. Then, using the archival history of businesses sold, the whole organization has statistical information that can be developed for comparables between active listings and sold listings. This helps to establish an historical market value for the type of business the broker's client has for sale. The system has a section which allows for office and agent information management. This section stores the office name and address, telephone number and a brief bio or marketing piece about the office and agent. The system then becomes a reference database for locating information on other member offices and agents as well as affiliates. The office manager has access to both the Office and Agent file. The agents have access only to their own file.

There is no single reason for using the MLS system. Each part of the system has special features that are valuable to themselves yet they enhance the other features of the system. By providing complete and accurate information, the whole system becomes a valuable tool for all concerned.

The system is made up of several sections.
The main sections have several divisions.

Office and Agent information storage and its maintenance.

The Office File

The office file contains information common to your entire office, such as office member number, the name and address of the office, main phone, fax and toll free numbers, as well as your office local area file. Each office can also include a marketing description of the office for display on the office directory pages. These company descriptions are available to the public.

The Office file also gives control as to what contact information may show on listings. An example would be to replace the office contact information with that of the agent's.

The Agent File

The agent file is used to maintain information about each individual office agent, such as agent member number, the name, address, main phone, fax, email, and personal bio of the agent. The agent number must be unique. Each business listing uses the agent number to catalog a listing when entering listing information into the database. If an agent's profile is changed, this information is changed in the agent file and is automatically updated on all of the listings that agent has.

Listing maintenance and management tools

Maintenance

The system stores information and allows maintenance on several types of listings. The types of listing are:

Active Listings:

Shown to all MLS users and to the public through various web sites.

Contract Pending Listings:

These are active listings for which you have a contract for sale pending, but which has not yet actually closed. These are shown to all MLS users and to the public.

On Hold and In Progress Listings:

The meaning of On Hold and In Progress is interchangeable in the MLS system. The names are different only for your internal office use. Example: In Progress could mean "I have entered information but I still need to complete something." On Hold could mean "I have completed the information, but I need to confirm something before I make it active." (If the agent does not have full input and submit rights the listing is automatically placed on hold until reviewed by the office manager). These listings are not shown to the MLS users or to the public.

Withdrawn Listings:

Listings that have been completed and were once active, but for some reason they have been withdrawn from the market. These listings are not shown to the MLS users or to the public.

Expired Listings:

The computer will automatically expire (remove from viewing) a listing based upon the expiration date field in the listing. Expired listings are not shown to the MLS users or to the public.

Sold Listings:

When Sold is selected as the listing status and the listing is then saved, the agent is presented with an input screen to enter the sold information about that listing. It is very important to provide complete and accurate information about the sold transaction. This information is used by the system and other members to develop the historical information about businesses sold. Without this complete and correct information, a major function of the MLS system, a main benefit of membership, is compromised.

Note: ALL listings are always available to the listing office. Only Active, Sold or Contract Pending listings are shown to anyone outside of the listing agent's office. In addition, once listings are sold, they will only show in the Sold Reports, available to other association members, but not to the public.

The system is powerful enough to store information about listings, regardless of the status, for a reasonably long time. This allows the office to reactivate a listing if needed. The office may also amend information to the Sold Listings if appropriate.

Management Tools

The system is designed to provide management tools and reports on listings. These reports are accessed from the first screen shown after Listing Maintenance is selected. These reports are designed to be viewed on the screen or printed. The report structure is designed to be sorted by the headings and provides direct assess to view or modify the listing.

The View mode will allow you to view all details of the listing without going into the Change (modify) mode. The view mode will also allow you to print a BLI or email the listing to a buyer or other agent. When the report is printed the display grid is opened to include more details about each listing.

Reports and Comparable information.

The reports section is broken into several options. The options allow you to view or print various reports and make comparisons to standard models of information.

Active or Sold Listings Reports

Searching active and sold listings provides a method for you to develop a selection of information you wish to include as a search for locating applicable businesses. Once the search is performed various reports may be configured and printed or emailed. The user has the ability to configure these reports to include information relevant to use of the report.

The NAICS (North American Industrial Classification System) Comparison Report

This report is designed to assist in determining the value of a business based on a national government standard. The information about the income and expenses of a business can be entered into a worksheet which then will produce a graphical report and dollar comparison between the entered business information and that of a comparable national standard. This section also has links that will allow you to do additional research on national business types. The NAICS codes have replaced the now obsolete SIC (Standard Industrial Classification) codes.

Code Lists

This reports section allows the viewing and printing of Business Type Codes (industry list) and Commission Codes. The codes are controlled by the association and allow a standard for all members.

MLS Statistics

This section of the reports includes a statistical report which shows the office or agent how the listings are being viewed. The views are displayed to show the viewing of details by both the public and other members of the association. This report will allow historical information as well as a comparison to the overall association views.

Member Locator and Export Features.

This reports section has options which allow the agent a method of locating information about other members. These include broker offices, other agents, and affiliate members.

There are options to allow for exporting the information to be used by other programs such as Excel or address books.

Documents and Services.

This section contains the instructions and forms for using the system. The instructions are a combination of text and video format. There is also an area for the association to place their standard forms and special services for members.