

Roll-Up Sponsor Plan

Notre Capital vs. us · Comfort Systems · Bending Spoons · the Acquisitions.com model · draft 20 Oct 2026

The short answer

Yes, Comfort Systems can be copied, but not with small companies alone, and not with \$300k. Comfort is now worth **\$51B**. It started in 1997 as 12 HVAC firms with \$168M of sales, listed on day one.

- **Biggest success?** Yes. Comfort is the one giant of Notre's 8 roll-ups. 4 others were sold within 1–3 years, 3 went bankrupt.
- **Small companies?** They can join, but the group must be big. Comfort's smallest founder had \$3.7M of sales. The group had \$168M sales and about \$20M adjusted profit. Today a listing needs at least \$15M of new money from the IPO, and banks want a bigger group than in 1997.
- **A CEO for each company?** No. One CEO + CFO per roll-up (per sector). Each owner stays president of his own company. Head office stays tiny: Comfort had about 8 officers.
- **Biggest gap in our plan:** the sector CEO. At Notre, the CEO came first: Fred Ferreira brought the HVAC idea to Notre.

How Notre did it vs. how we plan to

PIECE	NOTRE / COMFORT SYSTEMS (1997)	OUR PLAN	GAP?
Sponsor	Notre Capital Ventures II, Houston. Steven Harter, 34, ex-Allwaste deal guy and Arthur Andersen CPA. Already did 2 roll-up IPOs.	Moran / Acquisitions.com. No roll-up IPO done yet.	Add a chairman who has taken a company public
Sponsor's stake	Paid \$29,699 (1¢ a share) → 14.8% after IPO, worth \$38.6M on day one. With managers: about 21%.	Sponsor company with 10–15% of each roll-up.	Same
Sponsor fee	No fee. Paid only in shares.	Shares in each roll-up + AI OS paid at market price.	OK if disclosed
Deal-flow partner	The CEO himself. Ferreira knew the HVAC owners and brought the idea.	Jon (dealers), marketing agencies, advisors.	Partner finds deals; we still need an operator CEO
CEO	Fred Ferreira, 54, ex-COO of Allwaste. Paid \$4,794 for 479,435 shares (2.4%) + 200,000 options. Salary \$150k.	Not found yet.	Biggest gap
CFO	Gordon Beittenmiller, 38, ex-controller of Keystone, ex-Arthur Andersen. 116,000 shares (0.6%).	Not found yet.	Need one with public reporting
Seed money	Notre lent about \$1.13M interest-free for costs, repaid from the IPO. (About \$2.3M in today's dollars, approximate.)	Angel / seed investor \$200–300k.	Too small: budget \$1.5–3M
Banker	Alex. Brown (lead), Bear Stearns, DLJ, Sanders Morris Mundy. Top-tier banks. 7% fee.	ThinkEquity.	Small-cap bank. Its one auto IPO (LMP, \$11.5M) failed
IPO size	\$13 a share, \$79.3M (+\$11.9M extra shares). NYSE.	Not set.	Today: at least \$15M new money on Nasdaq; aim \$50M+
The founding companies			

How many companies	12 HVAC firms in 9 states, all closed on IPO day	5–8 per sector (dealers: groups of 3–10 stores)	Fewer, so each must be bigger
Sales per company	Average \$14.0M (range \$3.7M–\$30M). Group \$167.5M	Target \$5–30M; 2 anchors at \$20M+	Same range
Profit per company	Average pre-tax \$1.1M as reported; about \$1.7M after the owner's pay cut (\$20M group). EBITDA not given in the filing	Adjusted EBITDA after a market salary for the owner	Same method
Multiple paid	About 8.6× adjusted pre-tax profit (group average). Price fixed per founder, not one menu	3× / 4× / 5× adjusted EBITDA, one menu for all	We pay less
Price per company	Average \$14.3M (range \$4.7M–\$38.8M), at the \$13 IPO price	Depends on profit: e.g. \$2M EBITDA × 4× = \$8M	
Cash up front	Average \$3.8M per company (range \$0.7M–\$10.1M) = 15–30% of price, 26% overall (\$45.3M). Paid on IPO day from IPO money. Owners also took out \$16.8M of old profits before closing	10–30% at closing, from debt	Same share; ours is debt-funded
Shares	74% of the price in shares, valued at the IPO price	70–90% in shares	Same
The operating deal with each owner			
Job	Owner stays president of his own company, same name and team. 5-year employment contract, then year to year	Same, 5-year contract	Same
Salary	Cut to a market salary: founders such as Nothum and Powers got \$150,000. Never below \$100,000 or 90% of last year's. Total owner pay fell from \$9.0M to \$2.4M a year (~\$750k → \$200k per company); the saving was counted as profit in the price	Market salary for a president, about \$150–250k + bonus, written in the offer	Same idea
If fired	Without cause in years 1–3: the rest of 3 years' salary (at least 1 year). Years 4–5: 1 year	To decide with the lawyer	Copy it
Earn-out	None	None in the menu	Same
Escrow / holdback	None. Promises last 12 months, claims only above 1% of price (min \$50k), capped at	None, same claim limits	Same

what he received

Lock-up	1 year on all shares. Later 10 founders chose to lock part until 1999–2001	12 months	Same
Non-compete	5 years, 100 miles (plus 2 years after leaving the job)	5 years	Same
Board	9 of 12 owners became directors	Board seat for the larger founders	Same
Costs	Group paid all costs, deal or no deal, plus up to \$150k of owners' legal fees	We pay the review of their numbers and all deal costs	Same
Closing	Closes only together with the IPO. Dies if money doesn't move in 15 business days, or by 30 Sep 1997. IPO price floor \$8. No break fee	Closes only with the IPO, or unwinds	Same
The money			
Bank line	\$75M unsecured Bank One line on day one.	Not set.	Need a lender term sheet
Time	Company formed 12 Dec 1996 → IPO 2 Jul 1997: under 7 months.	12–15 months.	Realistic

What every Comfort founder got, in one line: about 26% cash + 74% shares on IPO day · no escrow · no earn-out · 5-year contract as president at a market salary (\$150k for the founders named) · 5-year, 100-mile non-compete · 1-year lock-up on shares · the group paid all costs, deal or no deal · closing only together with the IPO.

Sources: Comfort Systems IPO prospectus (424B4, June 1997, SEC accession 0000890566-97-001455), sections "Management", "Certain Transactions", "Underwriting".

The 12 Comfort Systems founding companies

1996 figures, \$ millions. "Value" uses the \$13 IPO price. Half the founders had under \$10M of sales.

COMPANY, CITY	SALES	PRE - TAX PROFIT	STAFF	CASH PAID	SHARES	TOTAL VALUE	OWNER
Atlas, Houston	30.0	1.87	254	6.86	1,432,000	25.5	Brian & Michael Atlas
Quality Air, Grand Rapids	29.6	4.43	216	10.08	2,207,158	38.8	Robert Powers + 3
Tri-City, Tempe AZ	24.2	2.01	238	8.68	1,557,962	28.9	Nothum family
S.M. Lawrence, Jackson TN	17.2	0.12	168	4.50	1,197,796	20.1	Lawrence family
Accurate Air, Houston	16.8	0.43	123	3.15	564,537	10.5	Thomas Beaty
Freeway, Bountiful UT	9.4	n/d	113	1.04	319,698	5.2	Arbuckle family
Eastern, Albany NY	7.9	0.38	58	0.70	304,216	4.7	Alfred Giardenelli Jr.
CSI/Bonneville, Salt Lake City	7.8	1.00	81	1.81	493,672	8.2	John Phillips, James Mahler
Tech, Solon OH	7.5	1.69	56	4.00	717,408	13.3	Robert Cook
Seasonair, Rockville MD	6.7	0.20	65	1.52	272,084	5.1	2 family trusts + staff share plan

Western, Denver	6.5	0.67	52	2.02	362,939	6.7	Charles Klapperich + 4
Standard, Birmingham AL	3.7	n/d	37	0.95	291,457	4.7	Thomas & Christine Kime
Total	167.5	13.4	1,461	45.3	9,720,927	171.7	

- Cash was 15–30% of each price, 26% overall. Owners also took \$16.8M of their old profits out before closing.
- Pre-tax profit looks low because owners paid themselves a lot. After cutting owner pay to the new salaries (+\$6.6M a year), adjusted profit was about \$20M. Price $\approx$ 8.6 $\times$ that.
- Two anchors (Atlas, Quality Air) had \$30M each. Notre's other roll-ups: smallest founder \$3.6–10.8M sales; smallest group at IPO about \$110–120M sales and \$10M pre-tax profit.

The deal terms every founder signed

All 12 signed the same "Agreement and Plan of Organization" on 18 Mar 1997. Simply:

TERM	WHAT IT SAID
Structure	The owner's company merges into a new subsidiary. It keeps its name and people.
Price	Fixed cash + fixed shares per founder, based on profit after the owner's pay cut.
Price floor	Deal holds only if the IPO price is at least \$8 a share.
Escrow / earn-out	None. Everything paid at closing.
Owner's promises	Last 12 months. Claims only above 1% of price (min \$50k), capped at what he got.
No-shop	No talks with other buyers from signing to closing.
Non-compete	5 years, 100 miles.
Job	5-year employment contract as president of his company. Salary at least \$100k.
Lock-up	Owners: 1 year. Notre and managers: 180 days (plus 1 year by side letter).
Buildings	Owner keeps the building and leases it to the group at market rent.
Bank guarantees	Group releases the owner's personal guarantees, or repays the debt in 120 days.
Costs	Group pays all costs, deal or no deal, plus up to \$150k of the owners' legal fees.
If the IPO fails	Deal dies if money doesn't move in 15 business days, or by 30 Sep 1997. No break fee.
Tax	Shares part tax-free (Section 351). Owner pays tax on the cash.

Full texts are under [Documents](#).

Who gets what: your table vs. what Comfort actually did

Your recommended seats line up with Comfort's CEO stake. Comfort gave less to the CFO and directors, and more to the staff option pool.

SEAT	YOUR 2024 NOTE	OUR RECOMMENDATION	COMFORT SYSTEMS 1997 (% OF LISTED COMPANY)	PAY
Operator-CEO (one per roll-up)	2% max	3–5%: half over 4 years, half on goals; puts in some own money	Ferreira: 2.4% in shares (paid \$4,794) + 200,000 options ≈ 3.4%	\$0–10k/month before close, then \$200–300k + bonus (Comfort: \$150k in 1997)
CFO	2% max	1–2%	Beittenmiller: 0.6% (116,000 shares)	Part-time first; full- time 5–8 months before listing (Comfort: \$150k)
Chairman	0.25%	0.5–1.5%, someone who has taken a company public	CEO was also chairman	No cash before, then board fees
2 independent directors	—	0.25–0.5% each	3 outsiders (incl. Harter for Notre): 10,000 options each (≈0.05%)	Board fees (Comfort: \$2,000 a meeting)
Lawyer	2% (5% in 2022)	Fees, not equity	Fees	—
Staff option pool	—	5–8%	Up to 13% of shares; ≈9.7% granted at IPO (675k to managers, 1.27M to founders' staff), vest 20% a year	—
Sponsor	—	10–15%	Notre 14.8%	No fee

Comfort percentages are of about 20M shares after the IPO (Notre's 2.97M = 14.8%). Source: 424B4 "Management", "Principal Stockholders".

How Comfort ran day to day

- **Owners stayed:** every founder stayed president of his own company, under its own name.
- **Tiny head office:** about 8 officers in Houston. It shared only insurance, benefits, safety, cash and buying.
- **Then it bought too fast:** 107 more companies by 1999. On 5 Oct 1999 a profit warning cut the stock about 45% in one day.
- **The fix:** 2000 restructuring (\$25.3M) and a new CEO, William Murdy (from LandCare, another Notre roll-up). 2002: sold 19 units to Emcor for \$186M, wrote off \$202.5M of goodwill.
- **Today:** 50 operating units, about 22,700 staff, \$9.1B sales, \$1.02B profit, still decentralised. Worth \$51.4B (19 Oct 2026). By 2002 none of the 12 founders was still on the board.

Lesson: the model works when the owners run their companies and head office stays small. It breaks when the group buys faster than it can absorb. Slow growth with good units made it a giant.

Bending Spoons: how they buy and run companies

Listed on Nasdaq (BSP) 1 Jul 2026 at \$29, raising \$1.68B (about \$18.4B value). Berkshire Hathaway put in \$600M at the IPO and \$330M more at \$33 on 14 Oct 2026. Source: the final prospectus (424B4) and 6-K filings.

What they pay per deal (all cash)

COMPANY	CLOSED	PRICE	SALES AT PURCHASE	× SALES
Evernote	Jan 2023	\$200M	\$95M	~2.1×
Meetup, StreamYard, Issuu	2024	\$281M	—	—
WeTransfer	Jul 2024	\$476M	~\$146M (est.)	~3.3×
Brightcove	Feb 2025	\$218M	\$163M	~1.2×
Loomly, komoot, MileIQ, Harvest	2025	\$701M	—	—
Vimeo	Nov 2025	\$1.36B	\$417M	~3.3×
AOL	Jan 2026	\$1.45B	\$633M	~2.3×
Eventbrite	Mar 2026	\$505M	\$292M	~1.7×
Tractive	May 2026	\$900M	—	—
Airtable	Sep 2026	\$1.29B	ARR ~\$480M	2.7×
Miro (signed)	Sep 2026	\$1.36B	ARR ~\$600M	2.3×

How they pay

- **Mostly debt:** about \$4.9B of bank loans at 5.4–9.4% (JPMorgan, Intesa Sanpaolo, HSBC, BPER, an Italian state-backed loan). Debt is 2.4× EBITDA, with a 4.0× cap. Warning: their EBITDA counts cost savings not yet made.
- **Little equity:** only \$549M raised in their whole history before the IPO. The 4 founders keep 82.7% of the votes (5-vote shares).
- **Hard filter:** 2,500+ deals looked at in 2025, ~200 studied, 6 bought. Return bar 25% a year without debt, 65% with. One firm offer, rarely raised. They plan to keep every company forever.

Day-to-day: yes, they fire most people

WHAT THEY DO	THEIR NUMBERS
Cut staff hard	Evernote 341 → 60 (–82%). StreamYard 154 → 44 (–71%). Of 1,830 people from AOL, Eventbrite and Vimeo, "only a few hundred" stay.
Replace them with	Central teams + one shared tech stack (data, payments, testing, hiring) + AI. 90%+ of code changes written or co-written by AI.

First year	A task force of dozens of their own people, one-to-one talks with every acquired employee, then one plan. Done within year 1.
Layers	Max 3 management layers. Evernote went from 4 to 2.
Testing	3,000+ experiments in 2025.
Pricing	One-off sales → subscriptions; limits on free plans; charge businesses using personal plans.
Staff pay	In 2025, 84% of eligible staff swapped about 28% of salary for discounted options. Options vest over time.
Hiring	800,000 applications in 2025, ~60,000 practical tests, 286 hires. Graduates on purpose.

Their values (from the prospectus)

VALUE	WHAT IT MEANS
Truth-seeking	Decide on facts and tests, not opinions
Extreme ownership	You own the result, no excuses
Relentless simplification	Fewer products, people, layers, steps
Selfless team-play	The group beats the person
Radical candor	Say the hard thing, kindly and directly
Uncompromising excellence	They let go of "adequate" performers
Equity acquired, not granted	Staff buy ownership with salary; ownership at group level
Talent over experience; returns over growth	From the founders' letter

Risks they admit

Past employment claims after reorganisations; customer backlash after changing a product's terms (fits the WeTransfer AI-clause row, July 2025); price rises can hurt brands; Vimeo copyright suits in Italy. Organic growth only 3% (Q2 2026): almost all growth is bought.

Copy: written return bar, one fair offer, one shared platform in 100 days, central back office, testing across all companies at once, subscriptions, max 3 layers, salary-for-shares choice. **Don't copy:** 70–80% layoffs (in a service business the crews are the product), 100% cash, their debt scale, hard price rises, EBITDA that counts savings not yet made.

The Acquisitions.com model: capital + AI for small businesses

Your vision works if Acquisitions.com is the **sponsor and AI platform** of many sector roll-ups, not a fee collector. Notre took no fee and got rich on shares.

Acquisitions.com (sponsor + AI OS)
Finds the CEO, raises the money, runs the deal process, owns the AI OS and the playbook. Earns 10–15% of each roll-up in shares + AI OS subscriptions at market price.

sponsors ↓ deal flow ↑

Dealer roll-up
CEO + CFO · 5–8 dealer groups
· partner: Jon / CarDealer.ai

Marketing-agency roll-up
CEO + CFO · 8–12 agencies ·
partners: agency owners

Trades roll-up (HVAC, roofing...)
CEO + CFO · 10–12 firms ·
partners: advisors, coaches

each owner stays president ↓

Founding companies
Keep name, team, customers. Run on the AI OS within 100 days.

Partners (agencies, advisors)
Bring deals and install the AI. Paid in sponsor shares of that roll-up, never per-deal fees.

QUESTION	ANSWER
Can Acquisitions.com charge management fees?	Careful. Public investors pay less for companies that send fees to an outside manager. And managing many pools for fees can make you an investment adviser. Safer: shares + AI OS priced at market, disclosed. Lawyer to confirm.
One public company or many?	Start with one sector, list it, prove it. Then the next sector. (Joel's "one kibbutz" warning: one strong company beats ten weak ones.)
Where does the AI story help?	Carvana trades at 32× earnings, car dealers at 6–10×. Report AI OS revenue as its own line so investors see it.
Who installs the AI?	Partner agencies and advisors, paid by the group, on one playbook. The founder's team stays (unlike Bending Spoons).

Is it doable with small businesses?

BUSINESS SIZE (SALES)	ROLE	WHY
\$20M+	Anchor founder	Comfort had 2 at \$30M. Banks need anchors.
\$5–20M	Founder	Most of Comfort's 12 were here.
\$2–5M	Founder only if very profitable, or bolt-on	Comfort's smallest was \$3.7M.
Under \$2M	Bolt-on after listing	Too small to audit and list; buy them later with cash and shares, into a nearby unit.

Group size to list today: aim for \$150M+ sales and \$15–25M adjusted profit at IPO, and raise \$50M+ (Nasdaq minimum is \$15M of new money). Smaller than that: do a private close first (lender + seller notes + shares) and list later.

The plan

1. **Pick one sector to start.** Dealers (Jon) or marketing agencies. Both have a partner already.
2. **Find the sector CEO first.** An operator who knows the owners, like Ferreira. Offer 3–5% (half over 4 years, half on goals).
3. **Add a chairman** who has taken a company public. 0.5–1.5%.
4. **Raise \$1.5–3M seed**, not \$300k: audits for 8–12 companies, lawyers, the filing. Repaid at the IPO, like Notre's \$1.13M loan.
5. **Sign 2 anchors** (\$20M+ sales), then 6–10 more at one price menu.
6. **Banker:** ask ThinkEquity what size they can take, and also talk to one mid-size bank. A \$15M IPO is too small for a group.
7. **One agreement for all**, copied from Comfort's: same price menu, 5-year contracts, 1-year lock-up, no escrow, closes only with the IPO.
8. **Day one:** AI OS in every company within 100 days. Head office under 10 people. No layoffs of crews.
9. **Grow slowly.** A written limit on deals per year and on debt. Comfort nearly died buying 107 companies in 2 years.

Documents you can read

Comfort Systems 1997 (from SEC EDGAR)

- [Agreement and Plan of Organization \(Accurate Air, one of the 12\)](#): the deal every founder signed
- [Founder employment agreement \(Thomas Beaty\)](#)
- [CEO employment agreement \(Fred Ferreira\)](#)
- [Side letter: Notre and managers' non-compete and lock-up \(8 May 1997\)](#)
- [Underwriting agreement with the banks](#)
- [Voluntary longer lock-up \(Oct 1997\)](#)
- [1997 stock option plan](#)
- [Bank One \\$75M credit agreement](#)
- [All Comfort Systems filings on EDGAR](#) (S-1 Mar 1997, prospectus Jun 1997, 10-Ks)

Bending Spoons 2026

- [Final prospectus, PDF \(nice layout\)](#) · [same on SEC \(plain HTML, 424B4\)](#): read "Business", "Culture", "Management"
- [Q2 2026 earnings call, webcast replay \(audio/video, 13 Aug 2026\)](#)
- [Q2 2026 prepared remarks \(what they said on the call\)](#) · [Q2 results](#)
- [Lender presentation: Term Loan B add-on \(Sep 2026\)](#): how they pitch banks for debt
- [Investor site: all results, filings, webcasts](#) (Q3 2026 call not announced yet)
- [All Bending Spoons filings on EDGAR](#) (F-1, 6-Ks)

Draft for discussion, not legal or investment advice. Market data stockanalysis.com, 19 Oct 2026. Full research notes with a source per number: comfort-systems-notre.md, bending-spoons-f1.md.