



## **DBS PROFESSIONAL PRACTICE BROKERS BUYER REPRESENTATION SERVICES**

The following are a list of our services provided to our doctors engaged in an acquisition: Depending upon whether Buyer requires a practice search, or has a target practice in mind, the initial steps in the process vary.

### **If a practice search is required:**

- Determine the desired geographic area(s) for the target practice
- Determine if the buyer is covered by non-compete contract
- Rank communities
- Perform search and do follow-up on contacts
- Prioritize practices for review

**Once the target practice is found, or if the doctor brings a target practice to our attention we will do the following:**

**Perform either a Market Analysis or Appraisal of your practice; whichever fits your individual practice circumstances.**

- DBS will provide either a valuation report or a letter of value based on the depth of your needs between a Market Analysis or a complete Appraisal.
  - We will assist you in understanding the valuation of the practice.
- 1. Search for a ready, willing seller.**
    - a. DBS will pre-qualify you as a buyer
      - Clinically
      - Personally
      - Financially
    - b. DBS has licensed Real Estate Agents
      - From the information you provide, DBS will match the right prospects to you and your target practice, so we don't waste your time.
      - Perform due diligence as requested by the doctor
      - Agents work closely with our s to write/negotiate an accepted offer
      - Professional Advisors referral service
      - Assistance with state and federal tax Id issues if necessary
  - 2. Obtain 100% financing for the purchase of the practice, and usually 80% of the related dental building as well.**
    - a. Our loan coordinator, Sarah Pajot, a licensed agent, will prepare and present a full loan package to multiple lenders, thereby maximizing loan potential.
    - b. We will work directly with the lender involved in the transaction in order to complete all requirements.

1. Coordinate with the attorneys to provide the Purchase and Sales Agreement
2. Assist attorney as needed with lease and/or assignment
3. Loan Documents
4. Assist Buyer with an Operating Plan for the Loan Proposal
- c. Work with insurance companies in obtaining insurances for the Buyer
  - Referral sources
  - Identifying various insurance needs
    1. Required by Lenders
    2. Advisable and necessary business insurance

### **3. Purchase and Sales Agreement**

- a. Hold a meeting between the parties to guide them through an outline that covers the entire process, as it relates to practice and/or building, including:
  1. Purchase and Default Provisions
  2. Due Diligence
  3. Formulate plans for financial and business portion of the sale.
  4. Arrange for patient and staff planning throughout the process
  5. Treatment and scheduling coordination pre and post-sale
  6. Guidance through any Seller reverse associate issues
  7. Provide contract planning memo to Seller and Buyers attorneys
- b. Work closely with Buyer and Seller on information exchange for appropriate parties.
- c. Work closely with Buyer's and Seller's attorneys in regard to the Purchase and Sales Agreement
- d. Work with Buyer and Seller on completing the Purchase and Sales Agreement
- e. Work directly with Buyer's and Seller's Accountant on defining and approving the Allocations

### **4. Lease**

- a. Provide Landlord with requested Buyer qualification documents
- b. Work with attorneys in obtaining a new lease or lease assignment
- c. Work with Buyer to obtain property insurance with the appropriate referrals
- d. Process all requested documentation to Landlord/Buyer/Seller
- e. Obtain signatures of all necessary parties
- f. Provide required signed documents to lender

### **5. Building**

- a. Advise Seller and/or Buyer on obtaining market value of building
- b. Discuss environmental impact and needs
- c. Work with lender and Title Company to make sure documentation is supplied
- d. Coordinate with Buyer any outside elected professional services

### **6. Books and Records**

- a. In addition to the Prospectus book, obtain any additional information that Buyer and their professional advisors require from Seller.
- b. Discuss potential Due Diligence activities with Buyer
- c. Schedule and attend Buyer's due-diligence on-site meeting and chart audit at Seller's practice; and provide chart audit forms.

### **7. Transition Issues Announcement to Staff/Transition Letters**

- a. At Seller's discretion, meet with staff to announce transition of practice

- b. With Seller, introduce Buyer to staff
  - 1. Answer Staff questions
  - 2. Coach Buyer for staff introduction and their questions
- c. Provide Seller and Buyer with sample transition letters as requested to:
  - 1. Patients
  - 2. Referring Doctors
  - 3. Specialists
  - 4. Labs
- d. Review doctors' letters for redundancy, consistency and appropriate tone, revise as necessary
- e. Advise Buyers on proper mailing procedures
- 8. Liens**
  - a. Work with lenders to provide any information needed to perform the UCC Search
  - b. Obtain any release letters necessary from Debtors
  - c. Provide release letters to necessary parties
  - d. Make necessary arrangement for payoffs at closing if applicable
- 9. Closing**
  - a. Coordinate closing with all parties
  - b. Meet with Seller and Buyer to execute final documents
  - c. Work with lender to finalize any documentation required
  - d. Attend closing with Buyer and see that payment is dispersed to Seller
  - e. Return any required Escrow to Buyer
  - f. Serve as Escrow Agent for any post-closing funds that are required by Purchase Agreement contract
  - g. Prepare IRS forms 8594s
  - h. Obtain government form UA 1027
  - i. Prepare State notification letter
- 10. Post-Closing Transition Seminar**
  - a. Interview Buyer to verify what issues will change from former owner and those changes that will be instituted
  - b. Hold meeting with Seller, Buyer and Staff
  - c. Introduce any combined staff
  - d. Review sale/acquisition
  - e. Cover the following transition topics:
    - 1. Dynamics of change
    - 2. Staff reaction to Buyer
    - 3. Patient Communication
    - 4. Patient Acceptance
    - 5. Through consulting we can remain available to Buyer and Staff throughout the entire transition time.

**DISCLAIMER:** Not all services may be required in every transaction.



**DENTAL BUSINESS SERVICES INC.  
DBS PROFESSIONAL PRACTICE BROKERAGE**

**BUYER INFORMATION QUESTIONNAIRE**

**DISCLAIMER**

It is our goal at DBS to make the best fit for the potential buyer and the potential seller. Whether we represent the buyer or seller it is our obligation to find a good match. It is important to make sure that we do our due diligence to make sure the purchaser is not only a good match but is also financially viable prior to showing the practice.

This process will give the purchaser the opportunity to review their credit report and allow us to work with them to correct any possible errors by inserting a consumer statement or working with the specific creditor to clear the credit history problems. Being proactive will reduce any possible issues that may arise when attempting to obtain financing and purchase a practice. This is important to us whether we represent the buyer or seller.

Completing of all forms fully as requested by DBS is essential to help match the right potential buyer with the right seller. When buyers and sellers give us essential information, we are then knowledgeable in what they are seeking; making us better prepared to serve their needs.

As a benefit to both the potential buyer and seller we require that the potential buyer submit to us a copy of their credit report from all three (3) major credit bureaus; Experian, Equifax, and TransUnion.

**Receipt of a copy from all three credit reporting agencies is a requirement prior to a meeting being scheduled between the potential buyer and seller.**



**DENTAL BUSINESS SERVICES INC.  
DBS PROFESSIONAL PRACTICE BROKERAGE**

**BUYER INFORMATION QUESTIONNAIRE**

DATE \_\_\_\_\_

Buying and selling a dental practice requires that a buyer and seller share substantial information with one another. Just as a buyer needs information concerning a prospective practice in order to evaluate it, a seller needs some basic information about a prospective buyer. For these reasons, we ask that you complete and return this questionnaire. **Your responses to the following questions will be kept confidential.**

Name: \_\_\_\_\_

Mobile: \_\_\_\_\_

Spouse: \_\_\_\_\_

Mobile: \_\_\_\_\_

E-Mail: \_\_\_\_\_

Home Tel: \_\_\_\_\_

E-Mail: \_\_\_\_\_

Office Tel: \_\_\_\_\_

Please denote the preferred contact number.

Home Address:

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_ Zip Code \_\_\_\_\_

Office Address:

Street \_\_\_\_\_

City \_\_\_\_\_

State \_\_\_\_\_ Zip Code \_\_\_\_\_

Education:

Dental Degree \_\_\_\_\_ Date Received \_\_\_\_\_

School \_\_\_\_\_

Specialty Training \_\_\_\_\_ Date Completed \_\_\_\_\_

School \_\_\_\_\_

Dental Practice Experience:

\_\_\_\_\_ Associate                      Number of Years \_\_\_\_\_

\_\_\_\_\_ Practice Owner                      Number of Years \_\_\_\_\_

\_\_\_\_\_ Other                      Number of Years \_\_\_\_\_

Average monthly practice production that you have consistently achieved in the past? \_\_\_\_\_

For how long a transition period would you desire the seller to remain involved in the practice? \_\_\_\_\_

License Number: \_\_\_\_\_ State: \_\_\_\_\_

State or Regional boards which you have passed:

\_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_ Date: \_\_\_\_\_

\_\_\_\_\_ Date: \_\_\_\_\_

Clinical References:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Financial References:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Personal References:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Are there any unsatisfied judgments against you or any businesses that you have owned?

Yes \_\_\_\_\_ No \_\_\_\_\_

If you were to purchase a practice, where would you obtain the money required for a down-payment?

What is the maximum amount of money you could obtain for a down payment?

What type of practice are you looking for?

In what geographical areas are you willing to practice?

How will you know when you are making progress towards buying the right practice?

What one thing, more than any other, must absolutely happen in order for you to feel confident about buying this practice?  
How often will you need to see or hear this?

How many times do you feel you will need to see this practice to make a decision to buy?

Who are the key people, other than yourself, who will be involved in this decision?

Please provide us with any further information you feel would be relevant in describing the type of practice you are seeking to purchase.



Your signature serves as verification that you have completed the questionnaire as thoroughly as possible and all statements are true and correct to the best of your knowledge.

**Please attach copy of your most recent credit report and return this promptly.**

Permission is granted to DBS Professional Practice Brokers to review the credit report that I have provided to the necessary degree.

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Signature

Printed Name

Date

Please return this immediately to:

DBS Professional Practice Brokers  
Attn: Sarah Pajot  
PO BOX 280  
Bay City, Michigan 48707  
(800) 327-2377

We are proud of our strategic marketing alliance with some of the nation's leading dental lenders: Bank of America, Wells Fargo, and East West Bank for practice acquisition.



**DBS PROFESSIONAL PRACTICE BROKERS  
NON-DISCLOSURE AND CONFIDENTIALTY AGREEMENT of POTENTIAL BUYER**

\_\_\_\_\_ (“Potential Buyer”) wishes to evaluate confidential information of various practice opportunities presented by DBS Professional Practice Brokers, Inc., referred to as the “Broker”. Potential Buyer agrees that all information provided is confidential and if disclosed, cause damage to the Seller, individual(s) disclosing the information and to DBS Professional Practice Brokers. The Potential Buyer agrees not to disclose any information (including the name, location and/or circumstances of any parties introduced by the Broker) to any other party other than to the Potential Buyer’s legal, tax, and financial advisors, which they in turn will be bound by the same confidentiality. The Potential Buyer further agrees if he/she is not the successful purchaser will not utilize, solicit or benefit from any, information, patient list, financial or other records provided or to be provided. The Potential Buyer agrees to return **any and all** information provided immediately upon request of the Broker, and shall not contact the staff or any doctor referred by the Broker without the express permission of the doctor. Because Seller may not have an adequate remedy at law to protect its interests, Seller shall be entitled to injunctive relief in addition to such other remedies and relief that would, in the event of a breach of the provisions of this Agreement, be available to Seller. Potential Buyer acknowledges and agrees that in the event of a breach or potential breach of this agreement, Seller may seek immediate injunctive relief in a court of competent jurisdiction without prior notice to Potential Buyer, who shall not challenge jurisdiction or notice of any such proceeding. This agreement shall be construed and governed under the law of the State of Michigan. The Parties agree that MCL 450.837, the Michigan Electronic Transactions Act, shall govern this Agreement including electronic signatures.

As a benefit to both the potential buyer and seller we require that the potential buyer submit to us a copy of their credit report from all three (3) major credit bureaus; Experian, Equifax, and TransUnion. **Receipt of a copy from all three credit reporting agencies is a requirement prior to a meeting being scheduled between the potential buyer and seller**

Acknowledged, Accepted and Agreed to:

This \_\_\_\_ day of \_\_\_\_\_ 20\_\_

ALL LISTED PRACTICES OF DBS  
PROFESSIONAL PRACTICE BROKERS

By: \_\_\_\_\_  
Signature **Legible Printed Name/Full License #**

\_\_\_\_\_  
Address City State Zip

\_\_\_\_\_  
Office Phone Home Phone Cellular

Email \_\_\_\_\_