DBS PROFESSIONAL PRACTICE BROKERS
SELLER REPRESENTATION SERVICES

The following are a list of our services provided to our doctors either directly from our firm or in conjunction with your other advisors such as CPA etc. :

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

DBS will then provide either a valuation report or a letter or value based on the depth of your needs between a Market Analysis or a complete Appraisal. Partnership is one example of the need for a full appraisal.

We will format your information in a prospectus book for prospective Purchasers.

1. **Make every effort to obtain a ready, willing and able Purchaser**
   - DBS will pre-qualify your Purchaser
     - Clinically
     - Personally
     - Financially
   - DBS has three licensed Agents
     - From the information you provide, DBS will match the right prospects to you and your practice, so we don't waste your time.
     - Agents work closely with our clients and, when appropriate, their advisors, to obtain an accepted offer
     - Referral service to the appropriate Professional Advisors, such as attorneys who are experienced with dental transactions and through our sources we can frequently get contacts for clients in other states.
     - Equipment valuators – insight into confidentiality, timeliness and reasons for this protocol.
2. **Historically obtained 100% financing for the purchase of the practice, and 80-85% the building as well.**
   - Our loan coordinator, a licensed agent, will prepare and present a full loan package to multiple lenders, both national and local (to the Seller's state) thereby maximizing loan potential.
   - We will work directly with the lender involved in the transaction in order to complete all requirements.
     - Coordinate with the attorneys to provide the Purchase & Sales Agreement
     - Lease and/or assignment
     - Loan Documents
     - Assist Purchaser with an Operating Plan
   - Work with Purchaser to refer to insurance companies in obtaining insurances for the acquisition by identifying various insurance needs
     - Life
     - Disability
     - Overhead

- Business Owners including Workman’s Compensation
- Umbrella coverage

3. **Purchase and Sales Agreement**
   - 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:
   - Purchase and Default Provisions
     - Due Diligence
     - Formulate plans for financial and business portion of the sale.
     - Arrange for patient and staff planning throughout the process
     - Treatment and scheduling coordination pre and post sale
     - Provide contract planning memo to Seller and Purchasers attorneys

   - Work closely with Purchaser and Seller on information exchange for appropriate parties.
   - Work closely with Purchaser’s and Seller’s attorneys in regard to the Purchase and Sales Agreement
   - Work with Purchaser and Seller on completing the Purchase and Sales Agreement
   - Work directly with Purchaser’s and Seller’s Accountant on defining and approving the Allocations for tax purposes
4. **Lease**
   - Provide Landlord with requested Purchaser qualification documents as requested
   - Work with attorneys in obtaining a new lease or lease assignment as requested
   - Work with Purchaser to obtain property insurance if necessary
   - Process all requested documentation to Landlord/Purchaser/Seller
   - Organize signatures of all necessary parties, via email scan where necessary
   - Provide required signed documents to lender
5. **Building**
   - Advise Seller on how to obtain market value of building
   - Discuss environmental impact and needs
   - Work with lender and Title Company to make sure documentation is supplied
   - Coordinate with Seller and Purchaser any outside elected professional services, such as appraiser, EPA testing etc.
6. **Books and Records**
   - Create a complete and thorough prospectus book on the practice.
   - In addition to the Prospectus book, provide any additional information that Purchaser or their professional advisors require from Seller, updates as required.
   - Discuss potential Due Diligence activities with Seller and Purchaser
   - Assist with scheduling Purchaser’s due-diligence on-site meeting at Seller’s practice; be available either in person on via telephone conference.
7. **Transition Issues Announcement to Staff/Transition Letters**
   - At Seller’s discretion and at the appropriate time, meet with staff to announce transition of practice
   - Provide Seller guidance to introduce Purchaser to staff
     - Answer Staff questions

    - Coach Purchaser for staff introduction and their questions.
- Provide Seller and Purchaser with sample transition letters as requested to:
    - Patients
    - Referring Doctors
    - Specialists
    - Labs
- Review doctors' letters for redundancy, consistency and appropriate tone, revise if necessary
- Advise Purchasers on proper mailing procedures

8. Liens

- Work with lenders to provide any information needed to perform the UCC Search
- Obtain any release letters necessary from Debtors if required
- Provide release letters to necessary parties
- Make necessary arrangement for payoffs at closing if applicable

9. Closing

- Coordinate closing with all parties
- Discuss with Seller and Purchaser execution of any final documents
- Work with lender to finalize any documentation required
- Attend closing, either in person or via telephone conference, with Seller and see t hat payment is dispersed to Seller
- Return Escrow to Purchaser
- Serve as Escrow Agent for any post-closing funds that are required by Purchase Agreement contract
- Prepare IRS forms 8594s for both parties
- Prepare State notification letter – verify with Attorneys need for same in various states
- Forward to parties after closing

10. Post-Closing Transition Seminar

- At Purchaser's discretion, hold meeting with Seller, Purchaser and Staff. In the event that travel is required, those expenses are the responsibility of the Purchaser
- Introduce any combined staff
- Review reasons for sale/acquisition
- Cover the following transition topics:
    - Dynamics of change
    - Staff reaction to Purchaser
    - Patient Communication and Patient "Scripting"
    - Patient Acceptance
    - Through consulting we can remain available to Purchaser and Staff throughout the entire transition time.

DISCLAIMER: Not all services may be required in every transaction.
PARTNERSHIPS will require additional services due to the complexity of the transaction and cannot all be listed here as they are individual in nature such as related sales and so forth.