



SCHEDULE OF FEES AND SERVICES FOR BUYERS

SERVICE	DESCRIPTION	FEE
PRACTICE/ASSOCIATE LOCATING	Finding practice acquisition and/or associate opportunities through advertising mediums such as direct mail solicitations & journal classified listings	Direct reimbursement of associated costs (any amount paid is credited toward transition consulting fee)
TRANSITION CONSULTING	Review of existing practice appraisal (if any) Complete a cash flow analysis of the practice & generate a financial proforma statement Provided guidelines for due diligence evaluation Negotiate terms of sale with seller Draft letter of intent (offer to purchase) Line up financing options Arrange for required insurance Provide agenda & instructions for transition meeting with staff Draft patient transition letter Produce transition contracts Negotiate terms of transition contracts Consult with your accountant regarding tax implications, strategy & business entity selection Assist with business entity organization Arrange for assignment of office lease or establish new lease agreement Provide transition guidebook & closing checklist Produce closing settlement statement	Choose one of two available options: A) Hourly. Rate: \$275.00/hr. Compensation based on time spent relative to the transition. Fee paid regardless of transaction's closure. B) Flat Fee. Total: \$10,000.00, payable upon closing. \$15,000.00 if practice is self-listed by seller. All inclusive (i.e., all services— finding, transition consulting— are included). Fee is contingent upon transaction's closure (i.e., is not paid unless transaction is closed)
POST-TRANSITION PRACTICE COACHING	Internal marketing External marketing & advertising Patient financial policy Staff relations, office morale & incentive programs Scheduling Re-care and retention Statistics tracking	Choose one of two available options: A) Rate: \$275.00/hr. Based on time spent consulting B) Flat fee of \$7,500.00 Includes up to one year of post-transition practice coaching.



AGREEMENT

The undersigned ("Client") hereby authorizes CTC Associates ("CTC") to locate a practice to purchase (in whole or in part) for Client, and/or help facilitate the transition of any practice opportunities located by and acceptable to the Client.

SERVICES TO BE PROVIDED: Analyze opportunities brought to CTC's attention by client; provide valuation reports of prospective sellers; solicit prospective practice opportunities; provide the consulting services needed to complete the transaction; oversee the closing and maintain an escrow account for handling earnest money and/or down payments for closing; show ways to increase patient flow; instruct doctors and staff on how to transition the patient base; provide a transition to-do list for Client; set up guidelines to monitor the progress of the practice; address any ongoing concerns during the first year of transition.

CTC COMPENSATION: Client has reviewed the list of services and associated fee provided by CTC and attached to this questionnaire. Based on said review, client chooses to retain the services of CTC and agrees to compensate CTC in accordance with one of the following options, as chosen by Client and indicated by the box marked:

- Option 1: Practice location services only for a variable compensation sum equal to the time spent and actual costs incurred by CTC in searching for a practice acquisition opportunity for Client, due and payable upon the request of CTC, regardless of any successful location of an opportunity.
- Option 2: Full practice transitions services for a variable compensation sum equal to \$275.00 per hour for each hour CTC spends in the service of Client, due and payable upon the request of CTC, regardless of Client's actual acquisition of any practice or portion thereof.
- Option 3: Full practice transitions services for a fixed-sum compensation equal to \$15,000.00 if the Seller's practice self-listed (of which the Seller is encouraged to pay half); Or, a fixed-sum compensation equal to \$10,000.00, due and payable upon closing of the sale.
- Option 4: Post-transition practice coaching services for either a variable compensation equal to \$275.00 per hour OR a fixed sum compensation of \$7,500.00 (paid in addition to Options 1, 2 or 3, above).
- Option 5: Client chooses not to retain CTC for any services at this time with the understanding that doing so will in no way affect his/her ability to purchase a practice listed by the seller with CTC. Client reserves the right to retain CTC at a later date at his/her own discretion. Should Client purchase and/or transition into a practice without the help of CTC, i.e., on Client's own or with the aid of another consultant, then Client shall not owe CTC the aforementioned compensation.



EXPECTATIONS OF CONSULTANTS

In an effort to better serve you as one of our clients, we have found it helpful for us to better understand your expectations of us and our services. As such, we would greatly appreciate if you would take a few minutes to share your thoughts with us.

Please select five items from the list below which you feel are the most important qualities we should exhibit in our service to you. Then rank those five items in order of their importance with one being the most important.

- | | |
|--|---|
| <input type="checkbox"/> Returns phone calls promptly | <input type="checkbox"/> Always available and easily accessible |
| <input type="checkbox"/> Honesty and openness | <input type="checkbox"/> Attention to detail |
| <input type="checkbox"/> Ability to negotiate fairly | <input type="checkbox"/> Mediation skills |
| <input type="checkbox"/> Strict confidentiality | <input type="checkbox"/> Professional approach |
| <input type="checkbox"/> Developing a personal relationship | <input type="checkbox"/> Broad professional contacts |
| <input type="checkbox"/> Strong references | <input type="checkbox"/> Reasonable fees |
| <input type="checkbox"/> Knowledgeable, can answer any questions | |

Now please take a moment to describe in detail your expectations of us and/or our services. You may choose to expound on any of the above items or to mention any items important to you yet not listed above.



EXPECTATIONS OF A COLLEAGUE

To assist us in locating a colleague who will be a good match for the practice—whether he/she is joining your practice or assuming it—we have found it helpful to determine what is important to you as a oral health care professional. Please indicate how important the following items are to you by circling the appropriate number –one being not at all important and five being extremely important:

Having a good staff	1	2	3	4	5
Meeting production & collection goals	1	2	3	4	5
Practicing <i>painless</i> dentistry	1	2	3	4	5
Fine office decor	1	2	3	4	5
Modern dental equipment	1	2	3	4	5
Punctuality	1	2	3	4	5
Seating & treating the patient quickly	1	2	3	4	5
Continuing education	1	2	3	4	5
Regular staff meetings	1	2	3	4	5
Morning staff "huddles"	1	2	3	4	5
Long term practice goal setting	1	2	3	4	5
Bonus/merit raises for staff members	1	2	3	4	5
Maintaining a strict & controlled budget	1	2	3	4	5
Tracking practice finances and other statistics	1	2	3	4	5
Paying practice related expenses before yourself	1	2	3	4	5
Being available to patients around the clock	1	2	3	4	5
Maintaining a current office policy manual	1	2	3	4	5
Careful treatment planning for each patient	1	2	3	4	5
Being an active part of the community	1	2	3	4	5
Developing a close relationship with patients	1	2	3	4	5

Please circle three to five of the following values that you consider to be the most important to you:

- | | | | | | |
|------------|-------------|---------------|---------------|-------------|-------------------|
| truth | persistence | resources | collaboration | support | efficiency |
| sincerity | stewardship | love | initiative | trust | community support |
| security | humor | relationships | excellence | cooperation | influence |
| success | power | wisdom | teamwork | cleverness | dependability |
| clarity | control | flexibility | service | loyalty | adventure |
| courage | perspective | profitability | spirituality | fairness | competition |
| commitment | freedom | integrity | honesty | excitement | recognition |
| friendship | justice | obedience | creativity | learning | environmentalism |
| quality | honor | happiness | originality | prosperity | responsiveness |
| fun | financial | growth | respect | fulfillment | purposefulness |



CTC Associates

Chatterley Transition Consulting

BUYER AGREEMENT & PROFILE

Please describe your ideal colleague/partner: _____

Please describe your ideal practice: _____



PERSONALITY PROFILE

Please read the four statements in each group and rank them in descending order as they apply to you, as follows:
4 - Most like you; 3 - Next most like you; 2 - Next least like you; and 1 - Least like you.

NAME: _____

DATE: _____

1 ___ Laid back, easy going ___ Competitive, determined ___ Precise, exact ___ Persuasive	11 ___ Take control, be in control ___ Approachable, open ___ Serious, reserved ___ Calm, relaxed	21 ___ Slow to show emotions ___ Dreamer ___ Even-tempered ___ Strong-willed
2 ___ Quick to show emotion ___ Conventional, traditional ___ Patient with details ___ Independent, makes own decisions	12 ___ Determined to be successful ___ Calculating, analytical ___ Easily pleased, contented ___ Feelings easily hurt	22 ___ Motivated by challenge ___ Accommodating, agreeable ___ Optimistic, hopeful ___ Difficult to satisfy
3 ___ Dependable, reliable ___ Deep thinker, intellectual ___ Enjoys talking with others ___ Confident, self-assured	13 ___ Casual, informal ___ Complex, difficult to read ___ Excitable ___ Quick to make decisions	23 ___ Modest, easily satisfied ___ Easily upset ___ Inquisitive, curious ___ Forceful, strong personality
4 ___ Team player ___ Tactful, diplomatic ___ Intense ___ Social, outgoing	14 ___ Tough-minded ___ Sales personality ___ Outspoken ___ Consistent, predictable	24 ___ Dry humor ___ Likes to win ___ Enjoys having fun ___ Forceful, strong personality
5 ___ Trusting, accepting ___ Socially quite, introverted ___ Assertive, take charge ___ Logical	15 ___ Loyal, faithful ___ Entertaining ___ Hard to please ___ Slow to follow others	25 ___ Cool and collected ___ Low key ___ Restless, "time is money" ___ Impulsive
6 ___ Sensitive ___ Risk taker, bold ___ Always prepared, thorough ___ Safe, secure	16 ___ Encouraging, reassuring ___ Not easily excited ___ Demanding, firm ___ Practice, practice, practice	26 ___ Ambitious, go-getter ___ Easy to work with ___ Enthusiastic ___ Conservative values
7 ___ Proper, considerate ___ Persistent, refusing to quit ___ Intuitive ___ Objective, factual	17 ___ Aggressive, "get there first" ___ Controlled, discipline ___ Extroverted, gregarious ___ Patient, tolerant	27 ___ Dramatic, spirited, lively ___ Formal, business-like ___ Stable, steady ___ Adventurous
8 ___ Convincing ___ Cooperative ___ Limited small talk ___ High personal standards	18 ___ Guarded, watchful ___ Money motivated ___ Reasonable, sensible ___ Expressive	28 ___ Annoyed by delays ___ Middle-of-the-road values ___ Respectful ___ Quick to make friends
9 ___ Self-reliant, self-sufficient ___ Critical thinker ___ Good-natured, kind ___ Spontaneous	19 ___ Determined to be the best ___ Accurate ___ Strong sense of humor ___ Conscientious	29 ___ Active feelings and emotions ___ Supportive of others ___ Results oriented ___ Very selective
10 ___ Moderate, avoids extremes ___ Positive attitude ___ Impatient, "do it now" ___ Cautious, careful	20 ___ Direct to the point ___ Orderly, systematic ___ Good listener ___ Shares feelings easily	30 ___ Motivated by status ___ Private person ___ Sincere ___ Sentimental