



# THE PROCESS

## • STEP 1: Initial Review-----



### INITIAL CONVERSATION

Introduction: Owner to review model to determine if it dovetails with their vision.



### FINANCIALS

After signing a non-disclosure agreement, Owner provides a profit-loss statement, balance sheet, and EBITDA for the last 2-3 years plus trailing 12-months for initial value determination.



### LETTER OF INTENT (LOI)

If Owner and United Pain Clinics feel they can create value together, an LOI is presented to the Owner.

## • STEP 2: Due Diligence & Purchase Agreement-----



### DUE DILIGENCE

Once Owner signs a LOI, a “data room” is created where the owners submit all necessary information for legal and financial due diligence.



### MEETINGS

During due diligence, the Owner and United Pain Clinics will have a meeting and site visit to better establish a post-merger action list and determine the needs of Owner.



### PURCHASE AGREEMENT

Once due diligence is complete, Owner be presented with a formal purchase agreement.

## • STEP 3: Closing, Post Merger & Second Exit-----



### CLOSING

Transactional purchase will be completed at closing where the Owner receives 60% cash while retaining 40% ownership.



### POST MERGER

United Pain Clinics and Owner will work closely to execute post-action items. Owner retains employment income, if desired, plus quarterly dividends.



### SECOND EXIT

Owner has the opportunity for a higher value of selling 40% retained equity at 2nd exit.