



What's Next?

1. Non-Disclosure Agreement¹
 2. Letter of Intent and Term Sheet²
 - Draft executive/key staff contract language³
 3. Due Diligence Efforts (ALL parties)
 - Fiscal/Programmatic/Business Operations and Legal review
 - Risk & Technology Assessment
 - Approvals Required⁴
 4. Definitive Agreement⁵
 - Board actions/consents/modifications/assignments/notices
 - Affiliate and Inperium
 - Employment contracts for key staff
 - Administrative services/management services agreements
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1. Confidentiality agreement permits sharing of basic proprietary information between the parties that wish to share with one another but restrict access by a 3rd party
 2. Document outlining general provisions before agreements are finalized; written conceptualization of the affiliation that are non-binding or binding to either or both parties that protects both parties until a finalized transaction and closing of the affiliation. Term sheet delineates fundamental terms before expending substantial resources on definitive agreements, finalizing due diligence and seeking 3rd party approvals
 3. Details wage, benefit, stay & sign-on payments and other necessary employment terms for those key employees that are being encouraged to/and have chosen to remain as part of the affiliation process through closing
 4. Determine what regulatory approvals are required from the appropriate departments, divisions, lending institutions and all other governmental bodies that are required to approve affiliation; evaluate if the approval if the approval is required prior to closing and if there is any potential for interpretation of the affiliation as a change in control
 5. Converts Letter of Intent and Term Sheet to granular details of the affiliation



What's Next? (cont.)

5. Regulatory Approvals⁶

- Attorney General
- Departments of Health/Human Services/ Licensure
- Lending Institutions
- Employee Benefit Programs
- Other contractually required

6. Closing⁷

7. Integration Planning⁸

8. Full Implementation

6. Provided in the form of a non-objection letter, formal approval letter based on a regulation, circular or law and provided by the regulatory body within the timeframe of their own guidelines
7. Actual legal date of affiliation after all other matters have been concluded and the date on which consolidation by the affiliate of its balance sheet, revenue & expenses and profit or loss with Inperium, Inc.; formal approvals required from all Boards
8. Period of time when due diligence, information learned by both parties is prioritized into a roadmap, a dashboard is created for tracking of the details within the plan, the work plan assignments are given to the responsible parties and the roll out to staff of the details of the affiliation occurs through Inperium Management Services, Inc.