

The First Choice Practice Sales Guide to Buying a Practice

170 East 17th Street, Suite #211 Costa Mesa, CA 92627 (949) 548-4559

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Welcome to First Choice Practice Sales Practice Brokers' Guide to Buying a Practice

Millions of owners of small and growing companies can't be wrong. If you are motivated by personal accomplishment, stimulated by challenge, and want to be your own boss, then practice ownership is for you. At First Choice Practice Sales we are committed to finding good practices and introducing them to qualified buyers. Our most important goal is for each transaction to stand the test of time and benefit both buyer and seller over the long term. We realize that finding and buying a good practice isn't easy. This guide is designed to answer many of your questions and provide valuable information. If you have additional questions, please ask your First Choice Practice Sales representative. For over ten years we've helped dentists buy and sell practices. We are recognized as the industry leader. If you have any concerns about the buying process, please let your First Choice Practice Sales representative know.

Why Buy a Practice?

Every buyer has their own reasons and motivations for buying a practice, but the most common reasons are:

- √ Job Security
- √ Financial Independence
- ✓ Personal Growth & Fulfillment
- ✓ Pride of Ownership
- ✓ Creative Freedom
- ✓ Control Your Own Destiny & Run the Practice Your Way

Congratulations on taking the first step to owning your own practice!

Why do buyers use First Choice Practice Sales

If you're considering buying a practice you probably have a lot of questions. Questions like . . .

- ✓ How do I get started?
- ✓ How do I find a really solid practice?
- ✓ How do I get financial information from the seller?
- ✓ What is a practice really worth?
- ✓ What strategy should I use when making an offer?
- ✓ What is the best price?
- ✓ Who will write the Purchase and Sale Agreement?
- ✓ When should I get a lawyer or accountant involved?
- ✓ How do I get the lease I want?
- ✓ How can I be sure this is the right practice for me?

At First Choice Practice Sales we have the experience and objectivity to answer all these questions and guide you through the challenging process of finding and buying a practice. We can match your needs, abilities, resources, and interests and help you find the right practice. By working with First Choice Practice Sales, you have the advantage of dealing with one of the largest and most experienced practice brokerage organization in Southern California. We can introduce you to more good practice opportunities than anyone.

Our fees are usually paid by the seller unless you wish to make other arrangements.

Why Sellers use First Choice Practice Sales Practice Brokers

Why would a seller use a broker/intermediary to sell a good practice, why not sell it themselves? Here are some of the reasons smart sellers engage a good practice broker.

- 1. First Choice Practice Sales has sold many practices in the Southern California and has a nationwide network.
- 2. First Choice Practice Sales Exposure

First Choice Practice Sales is part of a nationwide listing system. It offers virtual practice tours at its very popular web www.firstchoicedds.com. It also advertises in a variety of publications including The Dental Shopper (magazine to assist practice buyers and sellers).

3. Knowledge

First Choice Practice Sales has been in the practice brokerage business since 1993. We have the experience.

4. Training

First Choice Practice Sales has associates that are trained using First Choice Practice Sales exclusive training system and mentor program, the "Standard" in the business brokerage industry.

5. Qualifying

Owners ask us to introduce only qualified buyers to their practice. Based on our knowledge of buyers' and sellers' needs, we can match the right buyer with the right practice.

6. Confidentiality

We know how to maintain confidentiality.

7. Time

It can take a practice owner several years to sell without a broker if they are successful at all. If the owner spends most of his or her time trying to sell the practice instead of actively managing it, the practice can suffer and the owner can become frustrated.

8. Documentation

We obtain information from the seller that buyers need to have to purchase the practice.

9. Integrity

Our sellers know that we will not knowingly misrepresent their practice to a buyer. They also know that we won't mislead them when a fair offer comes in, we will advise them to accept it.

10. Successful Track Record

First Choice Practice Sales has a long track record of successful transactions and satisfied buyers and sellers.

Buying Your Own Practice: Important Issues to Understand

Buying your own practice can be a complicated procedure. Throughout the buying process, it's important to keep an open mind while searching for a practice that will fit your needs, talents, skills, and lifestyle. A practice broker has many different types of practices for you to consider; however, you need to remember that there is no such thing as that "perfect" practice. Another vital thing to keep in mind is that at some point you must be able to make the "leap of faith" that separates you from being a "looker" to a "doer." This isn't easy, but it must happen if you are ever going to be in practice for yourself. The following discussion of other key issues may help in the process:

Perfect Practices, Turn-Arounds, and What is Really a Good Buy

Some buyers want to buy the "perfect" practice; high profits, low risk, great potential, easy to run, excellent books, no problems, etc. Practices like this are very rare and when they are for sale they command substantial premiums. Other buyers look for very cheap practices, or "deals," often failing or distressed practices. Each of these has a certain appeal on the surface. The perfect practice is perceived as being the lowest risk and best return on investment. The distressed or turn around is perceived as an opportunity to buy cheap, turn it around, and sell high.

Interestingly enough, both the perfect practice and the turn around have one thing in common, they both require a great deal of capital. An exceptional practice with high profits, good growth, great books, etc is rare and will command a substantial premium on the market when they are sold. Likewise, a turn around or distressed practice, although they can be bought cheap, will require substantial capital investment to sustain operations if it is losing money and additional investment to correct its operational problems. The exceptional practice, while offering good profits may actually yield a lower rate of return on investment due to the premium paid to acquire it. A distressed practice has significant risks, may require additional capital investment, and may not become profitable for months.

Exceptional practices and distressed practices may not be the best choice for buyers. There are a wide variety of small to mid-sized practices available at very reasonable prices that do not require additional capital investment (unless the new owner chooses to expand or change the practice). Frequently these rather ordinary practices offer good cash flow, good rates of return, and much lower risk than turn-arounds. These practices are priced lower than the "perfect" practice (if it really exists), and are less risky than turn-arounds. The key is to look for an established practice, which may have some problems you can solve or things you can improve. This practice will be affordable and you can take all the profit from the improvements you make.

It's a Team Effort

Your First Choice Practice Sales Broker or Agent will assist you in your search and acquisition of a practice, but they can't do everything for you. As a serious and motivated buyer you must be committed to working diligently with your practice broker. Your First Choice Practice Sales Broker or Agent can provide you with details about the various practice available through First Choice Practice Sales and guide you through the process of looking at various practices, making an offer, due diligence (financial review/ practice inspection), and escrow. While your First Choice Practice Sales Broker or Agent is 8/5/2005

an excellent resource, they can't do your work for you, nor can they read your mind. In order to be successful, buyers must be willing to do their own research. Communication is vital to a successful search and purchase of a practice; both buyer and practice broker must keep each other informed and work closely together.

Importance of Information

Understand that in looking at practices to purchase, you will have to dig out a lot of information. Practice owners are not known for their good record-keeping. You want to make sure you don't overlook a "gem" of a practice because you don't or won't take the time it takes to dig out the information you need to make an informed decision. Try to get an understanding of the real earning power of the practice. Once you have found a practice that interests you, learn as much as you can about that particular practice.

Negotiating the Deal

First Choice Practice Sales works with all lenders specializing in dental practice loan acquisition. We are always happy to refer buyers to lenders. It is important to speak with a lender and become a pre-qualified buyer. Pre-qualification tells the seller that you are a serious buyer and lender approved. It is also beneficial to a buyer to understand the current lending environment and interest rates. The vast majority of practice purchase transactions are financed by a lender and many will offer 100% of the practice acquisition loan plus some working capital if needed. If your credit is good, supply a lender pre-approval letter and financial statement with your offer. This may ease the seller's concerns.

Furthermore, don't try to push the seller to the wall. You want to have a good relationship with him or her. They will be teaching you the practice and acting as a consultant, at least for a while. It's all right to negotiate on areas that are important to you, but don't negotiate over a detail that really isn't key. Many sales fall apart because either the buyer or the seller becomes stubborn, usually over some minor detail, and refuses to bend.

Due Diligence

The responsibility of investigating the practice and confirming the owner's claims belongs to the buyer. Don't depend on anyone else to make the decision for you. You are the one who will be working in the practice and must ultimately take responsibility for the decision. There is not much point in undertaking due diligence until and unless you and the seller have reached at least a tentative agreement on price and terms. Also, there usually isn't a reason to bring in your outside advisors, if you are using them, until you reach the due diligence stage. This is another part of the leap of faith necessary to achieve practice ownership. Outside professionals normally won't tell you that you should buy the practice, nor should you expect them to. They aren't going to go out on a limb and tell you that you should buy a particular practice; in fact, if pressed for an answer, they will give you what they consider to the safest one. You will want to get your own answers; an important step for anyone serious about entering the world of independent practice ownership.

What are SDC and EBITDA?

SDC (Seller's Discretionary Cash), also known as SCD (Seller's Discretionary Cash Flow), is the total cash benefit or income the owner realizes from owning the practice. This is calculated by recasting the owner's financial statements and adding the owner's benefits to the profit of the business. Some examples of typical expenses that may be added back to arrive at the SDC for practices are:

- ✓ Owner Expenses: travel, entertainment, cell phones, personal items, etc.
- ✓ Owner Fringe Benefits: personal medical insurance, car expenses (if non business).
- ✓ Owner's Salary: may also include family members if they are not essential to the practice.
- ✓ Depreciation: a non cash expense on the Profit & Loss statement.
- ✓ One time expenses: these are optional non reoccurring elective expenses such as attorneys, one time or special equipment purchases, or a one time marketing expense.

SDC is used in determining the value of a business and is perhaps the most important figure by which practices are measured. While SDC is a very convenient way to measure the value of a practice, it doesn't work for all practices. SDC valuations are only as reliable as the SDC figure itself. When dealing with cash practices it is often more reliable to consider the gross sales of the practice and then calculate what the SDC would be if you were operating the practice.

EBITDA (Earnings Before Interest Taxes Depreciation & Amortization) is similar to SDC in that it is the practice net profit with some add backs. EBITDA is basically the pre-tax profit of the practice with interest expenses and depreciation added to it. EBITDA is frequently used as the base number by which business values are determined for larger practices (typically over a few million dollars). The typical range for practice values is 1 ½ to 2 ½ times EBITDA; however, this varies with specialty and the individual practice. Most practices will sell at 50% to 85% of the previous year's collections. The exceptional practices could sell for more at a premium.

How Much Should I Pay for a Practice? What is it Worth?

There are many complicated formulas and methods to determine the value of a practice, but in the end it is worth whatever a buyer is willing and can afford to pay. Buyer (market demand) has a significant impact on practice values. Practices in high demand, in strong and growing markets, enjoy higher earning multiples (multiple of their SDC or EBITDA), while practices in weak or shrinking markets may sell at much lower multiples.

Debt Coverage or Capitalization Approach

One way to calculate the value of any practice is based on the SDC, debt coverage, and capitalization rate (interest rate). The debt coverage is simply the percentage of the SDC that you are willing to allocate to pay for the debt of acquiring the practice. For example, a practice with \$100,000 of SDC and 25% debt coverage would be allocating \$25,000/year to pay for the loan to acquire the practice. The same practice with 33% debt coverage would allocate \$33,000/year to pay for the loan, thus allowing a higher loan amount and purchase price, but at the same time, lower net earnings for the new owner.

Cash Flow Approach

A more detailed approach toward calculating the price a buyer would pay, or possibly be willing to pay, for a practice is the cash flow approach. In this approach the buyer calculates the annual cash flow, after debt service, they will realize from a particular practice based on the down payment, note terms and SDC for that practice. This tells the buyer how much they can pay for a practice and still realize the income they desire. Likewise, this approach also shows the buyer what size practices they need to look at in order to achieve their income goals.

Financing the Practice Acquisition

As increasing numbers of prospective buyers embark on the process of becoming independent practice owners, many of them voice a common concern: *how do I finance the acquisition?*

Where then, can buyers turn for help with what is likely to be the largest single investment of their lives? There are a variety of financing sources, and buyers can find one that fills their particular requirements. (Small practices – those priced under \$300,000 – will usually depend on bank financing as the chief source.) For many practices, the following are the best routes to follow:

Lending Institutions

Banks and other lending agencies provide "secured" loans commensurate with the cash available for servicing the debt. "Secured" is a misleading term, because banks and other lenders of this type will aim to secure their loans if the collateral exists. Those seeking bank loans will have more success if they have a large net worth, liquid assets, or a reliable source of income. When a bank participates in financing a practice sale, it will typically finance 50 to 75 percent of the real estate value, 100 percent of the practice value.

With any of the acquisition financing options, buyers should be open to creative solutions, and they must be willing to take some risks. Whether the route finally chosen is lender, personal, seller, or third-party financing, the well-informed buyer can feel confident that there is a solution to that big acquisition question. Financing, in some form, does exist out there.

Making an Offer, Due Diligence, and Contingencies Explained

What is an Offer?

An offer to purchase is just that —an offer to the seller to buy their practice with terms, conditions, and contingencies you have specified. If the offer is not accepted within the time limit you set, your offer is void. Most offers are contingent offers—that is they become void unless certain things happen or certain conditions are met. All offers are subject to your price and terms being accepted by the seller and your contingencies being removed during due diligence (your investigation period). If the seller does not accept your offer they will either write a counter offer or reject the offer.

Some Typical Contingencies are:

- ✓ Books & records approval by buyer
- ✓ Equipment in working condition
- ✓ Assignment of lease
- ✓ Practice sold free & clear of all debt
- ✓ Ability of buyer to obtain necessary licenses and permits
- ✓ Practice passing necessary inspections
- ✓ Subject to financing
- ✓ Many offers also have a non-compete agreement.

The Financial Review, Inspection, a.k.a. Due Diligence

The financial review is a critical part of the due diligence process where the buyer verifies the seller's claims about the practice and confirms the details about the financial and operational performance of the company. The financial review need not be overly complicated, but the process is important and frequently generates questions from buyers and sellers. Some typical questions from buyers are:

- 1. What is the Financial Review, Inspection, or Due Diligence? This is the buyer's opportunity to inspect the books and records of the practice and verify the seller's information and claims about the practice. The buyer may also have additional questions for the seller and may wish to see additional details about the business operations or financials. If the buyer is satisfied with the results of inspection and review, they release the financial review contingency and proceed to the next step in the purchase of the practice.
- 2. How long does it take?
 - This is up to the buyer, but it must be a reasonable period of time normally 10 days. Many practices can be checked in less time, while more complex practices may take much longer and require a more comprehensive review.
- 3. What if the records are unacceptable or do not agree with the seller's claims?

 The contingencies in the offer must be met in order to proceed to closing. If not, the buyer has the right to make a different offer, cancel the offer and receive a refund of their earnest money and look at other practices.
- 4. Why not do the financial review before making an offer?

 Buyers sometimes ask to perform a detailed financial audit before making an offer. Later they may find that the audit didn't replace the need to be comfortable with the practice and be truly interested in it. They wasted a lot of time analyzing the books, only to find that they couldn't agree with the seller on price and terms, or that the type of practice just didn't suit them regardless of the financials.

First Choice Practice Sales developed the financial review contingency as a compromise to bridge the gap between the buyer's concerns and the seller's needs. We understand the buyer's need to verify the books before buying the practice.

We also know that it could damage the seller to have confidential information released to strangers or potential competitors. By using the financial review contingency, a buyer can make an offer in perfect safety and the seller is assured that they are dealing with a serious party.

Contingencies give you flexibility to negotiate and agree on a deal first

Contingencies give you the flexibility to negotiate price and terms with the seller, without being obligated to complete the sale unless certain facts are confirmed and specific requests are met after the offer is made and accepted.

For example, most offers are contingent upon financial review. If your review of the financial records turned up something inconsistent with the contingencies in the offer, you would not be obligated to proceed with the sale and your earnest money (deposit) would be returned. Likewise, many offers are contingent on obtaining assignment of the lease, specific licenses being obtained, or lender approval.

If a contingency cannot be removed due to issues found during the due diligence, you have complete freedom to:

- ✓ Make a revised (new) offer on the same practice.
- ✓ Cancel the offer and get your earnest money (deposit) returned and make an offer on a different practice.

Earnest Money/Deposit Money

Earnest money is evidence of a buyer's serious intentions when making an offer on a practice. In return, the seller takes the business off the market while the buyer removes the contingencies in the offer. If any of the contingencies are not removed, the earnest money is returned to the buyer. Earnest money demonstrates to the seller that you are a serious buyer.

Getting the Best price

What Sellers Like To See

Buying a practice is not easy; buyers have many questions and concerns. Likewise, selling a practice creates just as many questions and concerns for the seller. Buyers can often get a significantly better price and terms by being aware of the seller's needs and removing some of their uncertainties.

- Resume, Lender Approval Letter & Financial Statement
 The more information the seller has about a buyer's experience, qualifications, and financial situation, the more likely he/she will accept an offer and be willing to offer financing. Remember, once the seller accepts a buyer's offer, they are committed, but the buyer still has contingencies to remove before moving ahead to closing.
- 2. A Fair Offer

A fair offer is one that realistically satisfies the needs of both the seller and buyer and is competitive with the current market for similar practices. Sometimes this results in an offer which is quite different from the listed

terms or pricing. Your First Choice Practice Sales Agent will help develop a win-win offer and facilitate negotiations.

A word of caution about "low ball" offers. "Low ball" offers can damage a buyer's credibility and relationship with the seller, possibly reducing their chances of successful negotiations with the seller.

3. Quick Removal of Contingencies

It's not everyone's advantage to proceed through the contingency removal phase in a timely and thorough fashion. It is important to work diligently and consistently on removing these contingencies and not allow time to be wasted or slip by, this extending the due diligence period and ultimately the escrow period.

What's the next step?

As a serious buyer, the first step is to contact with your First Choice Practice Sales Brokers or Agents. This gives you the opportunity to learn more about how to find and buy a practice as well as look at some of the many local practices available through First Choice Practice Sales. You will then know how to proceed towards the purchase of your own practice!

The 20 Step Buying Process

1. Commitment

It starts with your personal commitment to purchase a practice at a price and with terms consistent with what the marketplace will bear.

2. Confidentiality

The next step involves signing a registration and confidentially Agreement. This is your agreement to keep all information about practices that are for sale confidential and not to contact the seller, employees, vendors, or landlord of any practice we show you without going through your First Choice Practice Sales Agent.

3. Buyer Profile—Background Information

You provide your First Choice Practice Sales Agent with background information about yourself, such as a resume, financial statement, and our buyer purchasing profile. The Confidential Buyer Purchase Profile and your background information are used to guide your associate toward the right business for you to consider. The information in the profile is not shown to sellers and remains confidential unless you choose to disclose it as part of an offer, which is generally the case.

4. Search for Prospective Practices

Together, you and your First Choice Practice Sales Agent discuss and review various practices available and select a few that you are interested in. The search is a team effort with you and your First Choice Practice Sales Agent

using our available resources, such as www.firstchoicedds.com, to locate prospective practices and then discussing them together.

5. Practice Tour/Visit

Your First Choice Practice Sales Agent or Broker will arrange a confidential visit or tour of the practice and discuss it with you. It is critical to remember when visiting any practice that the fact it is for sale is highly confidential and you must be careful to maintain this confidentiality during the visit. Very often, a Seller may have not informed their staff as to their plans to sell and only a First Choice Practice Sales Agent or Broker should be contacted to see a practice.

6. Meeting with the Seller

If you are interested in obtaining more information about the practice and seriously consider it to be a candidate for purchase, your First Choice Practice Sales Agent will arrange a meeting with the seller. This meeting gives you the opportunity to ask questions about the practice, as well as describe your qualifications to the seller.

7. Offer to Purchase

Once a practice is selected, your First Choice Practice Sales Agent or Broker will prepare an offer on your behalf. Your offer will include an earnest money check for deposit made out to escrow and contingencies such as the ability to review books and records, verifying income and patient chart review. Your earnest money check is not deposited unless the offer is accepted and escrow is opened.

8. Present Offer

Your First Choice Practice Sales Agent presents your offer to the seller.

9. Background

With your approval, your First Choice Practice Sales Agent provides the seller with your background information, financial qualifications, and experience. Favorable background information eases the seller's concerns about your credit worthiness.

10. Explanation of Offer

Your First Choice Practice Sales Agent explains the terms and conditions of your offer to the seller and their decision makers.

11. Acceptance of Counter Offer

The seller either accepts the offer as it is written or writes a counter offer.

12. Mutual Acceptance

When buyer and seller agree to all terms and conditions of the sale, sign all counteroffers and amendments, this becomes a contingent Dental Practice Purchase Agreement and Joint Escrow Instructions.

13. Due Diligence & Inspection

You meet with the seller to examine the financial records and conduct other reviews that are part of the due diligence process. This is a critical step where you, the buyer, examine the practice to ensure that it is what the seller claimed it to be and it meets the conditions of your offer.

14. Contingency Removal

You remove the contingencies, as each is resolved or met.

15. Lease Assignment

Your First Choice Practice Sales Agent will assist you in working with the landlord to get the lease assigned or obtain a new one.

16. Escrow

Your First Choice Practice Sales Agent works with the Escrow officer to ensure escrow is opened and proceeds smoothly.

17. Lien Search

Escrow checks for liens against the practice and gets approvals from secured lien holders before the sale takes place.

18. Note & Lease Assumptions

Your First Choice Practice Sales Agent works with you, the seller, and the Escrow officer to have any seller notes or equipment leases assigned.

19. Inventory

We meet with you and the seller to take inventory (if it applies to your business). If it is a large complex inventory it may be necessary to use an inventory service.

20. Closing

Each party communicates with the Escrow Officer to execute the final escrow instructions or amendments, prorate any rent or other items; sign final funds disbursements, execute any applicable security agreements, installment notes and any other documents necessary to close the transaction.

Questions and Answers

1. What is a fair price for a practice?

Like any other product, a business is worth whatever a willing buyer will pay a willing seller in a free market. However, the value of most practices is determined by what someone can afford to pay for it. If the practice can earn the income you want and make the note payments, then it's worth the price.

2. What is Goodwill?

Goodwill is the difference between the total value of a business and the value of inventory, equipment, and other "hard" assets. Every practice has goodwill unless it is closed down or is failing badly. The amount to pay for goodwill depends on the cash flow of the practice and its general attractiveness. If buyers didn't pay for goodwill, sellers might as well sell off their equipment and assets and close the practice rather than sell it as an on-going practice.

- 3. Are there tax benefits in buying a practice?
 - Usually you can take a tax deduction for depreciation on the fair market value of all furniture, fixtures, and equipment at a much faster rate than real estate. In addition, the covenant not to compete, goodwill and the value of training are tax deductible'. Finally, most practices have deductible expenses that add to the owner's cash flow.
- 4. Why do Practice Brokers not show practice financial statements before I make an offer?

 Just as you would not want your personal financial documents made available to the public, practice owners want only serious buyers to have access to such private information. Your Practice Broker will provide you with summary information including gross sales, lease information, and cash flow. He/she will assist you in drafting an offer based on that information and protect you by making the offer contingent on your satisfaction with that data upon your full investigation. A business offer to purchase simply says, "If everything I assume about this practice proves true, this is what I am willing to do." You, the purchaser, then have the right to proceed, withdraw your offer, or make a new offer based on your investigation. The seller, once he/she has accepted your offer, must stand by those terms unless you and you alone choose to alter them.
- 5. How much do practice brokers charge a purchaser?

 Under normal circumstances, a practice broker does not charge a purchaser any fee. Some special situations may require a fee. If you desire the broker to perform a buyer search for you, represent you in negotiations and closing, or assist you in the purchase of a specific firm, there may be a small fee. Otherwise, the seller pays a broker in full.

- 6. How do I determine how much to "put down" on a business when the seller is offering seller financing? Most buyers in today's market are making that determination in one of two ways. Commonly a prospective buyer will offer a down payment between one third and one half of the purchase price. For many practices, this means approximately one year's adjusted cash flow. Please keep in mind, however, that there are cases where these levels of down payment will not clear the existing debt in the practice. Obviously, it is in your interest that the practice be transferred free and clean of debt. Take this into consideration whenever calculating the down payment amount.
- 7. I want to be in practice for myself but have no training in practice operation. Do you know of any school I can attend or course I can take to prepare me to buy my first practice?
 In most cases, the former owner agrees to train you in the successful operation of that particular practice. If the seller has not already offered training, you can make it part of your offer to purchase. You do not have to be concerned that you will receive out dated or ineffectual information but rather will learn straight from "the horse's mouth." It is important to remember that any owner who offers seller financing has a vested interest in your success. No better classroom exists.

Reading Resources

- 1. "A Basic Guide to Buying and Selling a Practice;" Wilbur Yegge
- 2. "Rich Dad, Poor Dad" and "The Cash Flow Quadrant," by Robert Kiyosaki
- 3. "9 Steps of Financial Freedom" and "Road to Wealth;" by Suzie Orman
- 4. "The E-Myth Revisited;" by Michael E. Gerber

Notes

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For More Information

Fax back this form or call us and we will send you your requested information:

Fax: 949-548-0525

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