



• Specialists in Private Mid-market Healthcare Companies •

Confidential Buyer Profile Information

IMPORTANT NOTICE TO PROSPECTIVE BUYERS

Paragon Ventures represents sellers of established, profitable businesses in the medical / healthcare service industry. Our client agreements require us to obtain certain qualifying information from buyer prospects before the name and location of any client can be disclosed. When completing this form, please attach any additional information that you feel is appropriate including resumes, acquisition search criteria, financial statements and / or financial references.

This information is essential to accurately match a buyer's acquisition criteria with the wide range of selling situations marketed by Paragon Ventures. Please complete each part of this form and return it to Paragon Ventures, Inc. to obtain information on a selling situation. No financial information will be released to a potential buyer without receipt of a fully executed Confidentiality Agreement and evidence of financial capacity.

1. Name and Mailing Address

Home Business

First & Last Name

Title

Company

Mailing Address

City State Zip

Country

Postal Code

2. Contact Numbers

Home: _____

Home fax: _____

Office: _____

Office fax: _____

Mobile: _____

Pager: _____

Email: _____

URL: _____

3. Buyer Type

- Corporate
- Individual
- Private Equity/Investment Group
- Venture Capital

4. How did you find out about Paragon Ventures?

(Circle)

Newspaper Ad

Internet

Mail

Referral from _____

Other _____

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5. What other intermediaries are you working with? (To avoid duplication)

6A. FOR CORPORATE BUYERS - (Must be completed to obtain seller information)

- o Private Corporation? Number of shareholders _____
- o Public Company? Stock exchange: _____ Symbol: _____

Please enclose latest annual, 10-K or 10-Q report

Year established: _____ Number of acquisitions in the last 5 years: _____

Describe your main product or service: _____

Gross Sales: _____ Cash Budgeted for an acquisition: _____
 Net Earnings: _____ \$ _____

Shareholders' Equity: _____

Dun's Number or financial reference: _____

Contact Name: _____ Telephone: _____

Current Portfolio of Healthcare Businesses (owned or invested):

| Current Healthcare Business Portfolio | | | |
|---|--|--------------------------------|----------------------------|
| Business Name (ABC Medical Company) | Primary Business Type (Respiratory/DME Provider) | Year Acquired (1995) | Year Sold (2000) |
| | | | |
| | | | |
| | | | |
| | | | |

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6B. FOR INDIVIDUAL BUYERS - (Must be completed to obtain seller information)

Current Employment: _____

Career Background: _____

Education: _____

Have you ever owned your own business? Yes ___ No ___ Type: _____

Current Portfolio of Healthcare Businesses (owned or > 5% shareholder):

| Current Healthcare Business Portfolio | | | |
|--|---|---|---|
| Business Name <small>(ABC Medical Company)</small> | Primary Business Type <small>(Respiratory/DME Provider)</small> | Year Acquired <small>(1995)</small> | Year Sold <small>(2000)</small> |
| | | | |
| | | | |

Cash Available for investment in an acquisition: \$ _____

Sources of any additional funding for an acquisition: _____

7. FINANCIAL STATEMENT - (Must be completed to obtain seller information)

Assets

Cash \$ _____
 Receivables \$ _____
 Real Estate \$ _____
 Securities/CD's \$ _____
 Fixed Assets \$ _____
 Other Assets \$ _____
 Total Assets \$ _____

Liabilities

Notes Payable \$ _____
 Mortgages \$ _____
 Other Loans \$ _____
 Other Liabilities \$ _____
 Total Liabilities \$ _____

 Net Worth \$ _____

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8. TARGETED HEALTHCARE SECTOR

(please check the following business sectors that would be of interest)

- Home Healthcare
- Respiratory
- HME
- Infusion Therapy
- Nursing Services
- Specialty Pharmacy
- Retail Pharmacy
- Rehab
- Staffing
- Other: _____
- Medical Software
- Medical Device/Technologies / Manufacturing
- Sales / Wholesale / Distribution
- Other: _____

Primary Market Segment

- Homecare Patients
- Nursing Home/SubAcute Facilities
- Hospital / Acute Care Providers
- Physician Office
- Other: _____

Please describe the ideal business to be acquired:

9. FINANCIAL PARAMETERS OF ACQUISITION TARGET

Annual Sales Minimum: _____ Maximum: _____

Minimum Pre-tax Earnings: _____ Minimum Cash Flow: _____

Describe deal structure / terms of an anticipated transaction:

10. MANAGEMENT PREFERENCE

- Will replace top management
- Competent top management should remain

11. GEOGRAPHIC PREFERENCES (Priorities for business location)

1. _____ 2. _____ 3. _____

The following Confidentiality Agreement is provided in order for the buyer to disclose their financial information to Paragon Ventures for purposes of evaluating possible business acquisitions.

**CONFIDENTIALITY\NON-DISCLOSURE
NON-CIRCUMVENTION AGREEMENT**

AGREEMENT, made as of this the ____ day of _____, 200__ by and between Paragon Ventures, LLC ("Paragon") and

_____ (herein Prospective Buyer) located at Name

Address

Telephone

WHEREAS, Paragon proposes to disclose to Prospective Buyer the names of Paragon client(s) ("Client Company") and certain confidential and proprietary financial, business, and product information relating to Client Company's business operations for possible acquisition by Prospective Buyer; and,

WHEREAS, Prospective Buyer desires to receive such confidential and proprietary information and agrees to keep such information confidential pursuant to the terms and conditions contained herein;

NOW THEREFORE, for and in consideration of the mutual covenants and agreements set forth in this Agreement, the parties hereto agree as follows:

1. Paragon and Prospective Buyer hereby undertake and agree to retain in confidence, and to require their respective subsidiaries, affiliates, officers, directors, shareholders, employees, consultants, professional representatives, and agents to retain in confidence any and all information delivered from one party to the other party. Further, Prospective Buyer shall refrain from disclosing to any other party that Client Company is for sale. Except for information that is in the public domain, all such information given and/or received by either party to the other shall be treated as "Confidential Information". Each party agrees not to use for its own benefit or disclose to others, or permit the use or disclosure of, any Confidential Information.
2. Prospective Buyer hereby agrees that it, its employees, agents, assigns, affiliates or consultants will not make any contact with, deal with, or otherwise involve with any transaction contemplated hereunder with any corporation or individuals buyers with any prospective seller introduced by Paragon, separately or individually, and its associates without the permission or knowledge of Paragon.
3. Prospective Buyer hereby agrees to keep confidential the names, contact information, location, business type and any confidential information of any companies, corporations, organizations, individuals or groups of individuals, who are introduced to Prospective Buyer for possible acquisition, investment or merger. Such identity shall remain confidential for the three year duration of this Agreement and including the duration of any Confidentiality Agreement executed between Prospective Buyer and a Client Company.
4. Prospective Buyer and Paragon hereby confirms to the other that any information disclosed to or by the other, or any discussions held between them, prior to the date hereof, shall be subject to the terms of this Confidentiality Agreement. Either party can terminate this Agreement at any time.

ACCEPTED AND APPROVED:

Paragon Ventures, LLC

By:  _____

Its: Managing Partner / CEO

Full Legal Name of Prospective Buyer

By: _____

Its: _____