CHAPTER 1 — STEPS TO RETIREMENT

• Six Point Plan For Retirement
• Seller Assisted Financing
• Locating A Purchaser(s)
• High Revenue Practices
• Seller Due Diligence

CHAPTER 2 — ASSESSING SUCCESSION OPTIONS

• Complete Sale
  • Structuring the Sale
  • Asset Sale
  • Stock Sale
  • Letter of Intent
  • Financing the Purchase Price
  • Your Continued Employment
  • Sale and Acquisition Documents

• Hire Associate With Later Sale
• Solo Group Arrangements
• Co-Ownership
  • Allocation of Compensation
  • Decision Making and Voting Control
  • Dispute Resolution
  • Associate Buy-In
  • Buy-Out of Departing Owner(s)
  • Employment of Family Members
The Fifth Option

CHAPTER 3 — NEGOTIATING THE WIN-WIN PRACTICE SALE & ACQUISITION

- Asset Sale
  - Reporting Requirements
  - Contingent Liabilities
  - Like-Kind Exchanges
  - Goodwill
  - Personal Goodwill
- Stock Sale
- Transfer of Ownership to Family Members
- Representations and Warranties
- Indemnification
- Rework
- Letters of Intent
- Obtaining Financing
- Seller Assisted Financing
- Covenants Not To Compete
- Employment or Engagement of the Seller After the Acquisition
- The Needle in the Haystack
- Practice Mergers

CHAPTER 4 — HIRING & BECOMING THE ASSOCIATE

- Personality Profiling
- Spouse in the Practice
- Length of Association
- Timing the Hiring Process
- Associate Compensation
• Proposal For Employment
• Key Employment Agreement Provisions
  • Employment
  • Employment Term
  • Employee's Compensation
  • Employee's Duties And Responsibilities
  • Employee's Non-Disclosure Promises
  • Employee's Non-Competition Promises
  • Vacation and Time-Off
  • Fringe Benefits and Expenses
  • Prohibition Against Transfer
  • Termination of Employment
  • Indemnification and Contribution
  • Miscellaneous
  • Equity Purchase Provision
  • Additional Benefits
• Anticipating Ownership
• Independent Contractor
• Buy-Sell Agreements
• Associate To Owner

CHAPTER 5 — USING RESTRICTIVE COVENANTS FOR THE ASSOCIATE AND DEPARTING OWNER
• Enforcement
• Associate Employment Relationships
• Sale and Acquisition
• Associate Buy-Ins and Owner Buy-Outs
CHAPTER 6 — PLANNING ASSOCIATE BUY-INS AND OWNER BUY-OUTS

• Allocation of Compensation
• Decision Making Control
• Dispute Resolution
• Associate Buy-In
• Buy-Out of Departing Owner(s)
  • Buy-Sell Agreements
  • Deferred Compensation Arrangements
• Employment of Family Members
• Practice Valuation
• Buy-Out Obligation Problem
• Timing the Associate Buy-In
  • Owner and Associate Productivity
  • Pent-Up Demand
  • Availability of Acquisition Candidates
  • Practice Continuance
• The Complexity of Co-Ownership

CHAPTER 7 — WHY SOLO GROUP PRACTICE MAKES SENSE

• Associate Employment Arrangement
• Associate Acquisition
• Compensation and Retirement Plan Contributions
• Form and Operate a Third Entity
• Shared Employees
• Leased Employees
• Health Insurance
CHAPTER 8 — SELLING TO OR WORKING FOR A DENTAL SERVICE MANAGEMENT ORGANIZATION — THE ECONOMICS AND THE FUTURE

CHAPTER 9 — UNDERSTANDING PRACTICE VALUATIONS

• Seller's Perspective
• Incoming Doctor's Perspective
• Declining Practice Values
• Verification Analysis
• Importance of Practice Profitability
• Capitalization Rates
• Capital Expenditures
• Post Retirement Services by the Seller
• Accounts Receivable
• Managed Care
• Co-ownership Values
• Valuation Data
• High Revenue Practices
• Seller Beware
  • Complete Sale

CHAPTER 10 — CALCULATING PRACTICE VALUE IN A CHANGING MARKET

• Summation of Assets
  • Dental Equipment and Cabinetry
  • Office Equipment
  • Dental Supplies
  • Office Supplies
  • Accounts Receivable
  • Advance Payments in Orthodontic Practices
  • Lease
• Leasehold Improvements
• Intangible Assets
• Capitalization of Earnings
• Excess Earnings
• Multiple of Gross Revenues
• Similar Practices
• Discounted Future Earnings
• Verification Analysis
• Required Information
• Rulings

CHAPTER 11 — FINDING AND RETAINING QUALITY EMPLOYEES
• Hiring
• Employment Policies
• Termination of Employment

CHAPTER 12 — IMPLEMENTING AND UPDATING YOUR STRATEGIC PRACTICE PLAN
• Advisory Team
• Borrowing
• Annual Legal Audit

CHAPTER 13 — DISPUTE RESOLUTION — FINDING MIDDLE GROUND
• Litigation
• Board Meetings
• Annual Meetings
• Close Corporation, Shareholder or Operating Agreements
• Independent Third Party
• Split Off
• Dissolution
• Buy-Sell Agreements

CHAPTER 14 — NEGOTIATING YOUR FACILITY LEASE
• Purchaser Due Diligence
• Bargaining Position
• Measure the Facility
• Leasehold Improvement Costs
• Lease Considerations

CHAPTER 15 — OWNING, ACQUIRING AND SELLING YOUR BUILDING
• Options/Rights of First Refusal
• Appraisals
  • Appraiser Selection
  • Appraisal Method
• Environmental Considerations
  • Superfund Act
  • Environmental Assessments
• Negotiating the Purchase of Real Estate
  • Description of Premises
  • Purchase Price
  • Depreciation Deductions
  • Down payment and Escrow
  • Title and Title Insurance
  • Building and Zoning Regulations
  • Licenses, Permits and Certificates of Occupancy
  • Condition of Premises/Violations
  • Fixtures and Personal Property
• Possession of Premises
• Representations and Warranties
• Brokerage Commissions
• Recording the Contract
• Real Estate Closing
• Tax-Free Exchanges of Real Estate
• Miscellaneous Ownership Issues
• Financing the Acquisition of Real Estate

CHAPTER 16 — SELECTING YOUR PRACTICE ENTITY — S OR C CORPORATION, LLC OR SOLE PROPRIETOR
• Limited Liability Companies
• Formation of the Limited Liability Company
• Check the Box Regulations
• Self-Employment Tax
• The Limited Liability Company vs. Other Entities
  • C Corporations
  • S Corporations
  • General and Limited Partnerships
  • Conversion to Limited Liability Company Status
• Other Forms of Business Organizations
  • Sole Proprietorships
  • General Partnerships
  • Limited Liability Partnerships
  • Limited Partnerships
  • C Corporations
  • S Corporations
• Non-Tax Considerations Among Entities
  • Limited Liability
  • Sole Proprietorships
  • General Partnerships
  • Limited Partnerships
  • Centralized Management
  • Sole Proprietorships
  • General Partnerships
  • Limited Liability Companies
  • Limited Partnerships
  • C and S Corporations
  • Continuity of Life
  • Sole Proprietorships
    • General Partnerships and Limited Liability Companies
  • Limited Partnerships

• Free Transferability of Interests
  • Sole Proprietorships
    • General Partnerships, Limited Partnerships, Limited Liability Companies
  • C Corporations and S Corporations
  • Tax Considerations Among Entities

• Organization of the Practice
  • Sole Proprietorships
  • Partnerships
  • C and S Corporations
  • Taxability of Income
  • Sole Proprietorships
  • Partnerships
• C Corporations
• S Corporations
• Deductibility of Losses
• Passive Loss Rules
• Sole Proprietorships
• Partnerships
• C Corporations
• S Corporations
• Partnerships vs. S Corporations
• Special Allocations
• Partnerships
• C Corporations
• S Corporations

• Choice of Fiscal Year
  • Overview
  • Required Taxable Years
  • Code Section 444 Elections
  • Adoption of Fiscal Year by New Entities
  • Retention of Fiscal Year by Existing Entities
  • Existing Entities Changing to New Fiscal Year
  • Additional Restrictions
  • Accounting Method

• Non-Liquidation Distributions
  • Partnerships
  • C Corporations
  • S Corporations

• Termination of An Owner's Interest/Sale of the Practice
  • Partnerships
• C and S Corporations
• Valuation Issues

• Liquidations
• Partnerships
• C Corporations
• S Corporations
• Income Splitting
• Sole Proprietorships
• Partnerships
• C Corporations
• S Corporations

• Qualified Retirement Plans

CHAPTER 17 — MANAGED CARE CONTRACTS — WHAT THE PROVISIONS MEAN

• Required Documents
• Terms of and Parties to the Agreement
• Definitions of Terms
• Compensation
• Modifications to the Agreement
• Liability Insurance
• Patient Acceptance
• Most-Favored Nation
• Referral Restrictions
• Emergency Care
• Utilization Review Procedures
• License to Practice Dentistry
• Peer Review
• Grievance System
• Independent Contractor
• Hold Harmless/Indemnification
• Non-Competition
• Liquidated Damages
• Assignment/Transfer
• Termination
• Arbitration
• Jurisdiction and Venue
• Entire Agreement
• Impact of Managed Care on Your Practice

CHAPTER 18 — DESIGNING, RELOCATING OR ESTABLISHING THE PRACTICE FACILITY

• Relocating the Practice
• The Practice Facility
• Dental Equipment
• Dental Supplies
• Facility Design
• Contracts
• Lease Versus Purchase
• Americans With Disabilities Act
• Malpractice

CHAPTER 19 — ASSESSING YOUR PRACTICE OPTIONS

• Practice Option Report
• Qualitative Considerations
• Quantitative Considerations
• Establishing a Practice
• Acquiring a Practice
• Acquiring a Portion of a Practice
• Solo Group Arrangements
• Associating

CHAPTER 20 — ACQUIRING YOUR PRACTICE — THE IMPORTANCE OF PURCHASER DUE DILIGENCE
• Comparison of Practice Options
• Preparation or Confirmation of the Practice Valuation
• Confirmation of Value
  • Compatibility of Purchaser and Seller
  • Financial Information
  • Organizational Matters

CHAPTER 21 — IMPLEMENTING EFFECTIVE MEASUREMENTS AND CONTROLS
• Managing Systems

CHAPTER 22 — DESIGNING THE "RIGHT" RETIREMENT PLAN FOR YOUR PRACTICE
• Deadline For Updating Plans
• Protection Of Retirement Plan Assets From Creditors
• Entity Considerations
• Social Security Integration
• Distribution Rules
• Compensation Limits
• Eligibility And Vesting
• Types Of Qualified Plans
  • Defined Contribution Plans
  • Profit-Sharing Plans
  • Cross Tested Profit-Sharing Plans
• 401(k) Plans
• 401(k) plan integrated with Social Security at Social Security taxable wage base.
• Money Purchase Pension Plans
• Target Benefit Pension Plans
• Defined Benefit Pension Plans
• Cash Balance Plan

• Employee Census
• A Final Thought

CHAPTER 23 — REVIEW OF FRINGE BENEFITS AND BUSINESS DEDUCTIONS

• Fringe Benefits
  • Accident and Health Plans
  • Long-Term Care Plans
  • Disability Income Plans
  • Group Term-Life Insurance
  • Dependent Care Assistance Plans
  • Achievement Award Plans
  • Education Assistance Plans
  • Cafeteria Plans
  • Summary Plan Descriptions

• Business Deductions
  • Entertainment and Meal Expenses
  • Expense Reimbursement Plans
  • Record Keeping Requirements
  • Automobile Expenses
  • Purchasing an Automobile
  • Leasing and Automobile
• Deductible Travel Expenses

CHAPTER 24 — PROTECTING YOUR ASSETS
• Asset Protection Planning Goals
• Pitfalls In Asset Protection Planning
• Asset Protection Planning
• Methods of Asset Protection Planning

CHAPTER 25 — PLANNING YOUR ESTATE — AVOIDING PROBATE AND FAMILY FIGHTS
• Economic Growth and Tax Relief Reconciliation Act of 2001
• Estate Inventory
• Applicable Exclusion Amount
• Effective Use of the Applicable Exclusion Amount and Marital Deduction
• Gifts
• Gifts Qualifying For the Annual Exclusion
• Gifts to Custodianship Accounts
• Irrevocable Crummey Trusts
• Section 2503(b) and 2503(c) Trusts
• Unlimited Exclusions for Gifts for Tuition and Medical Care
• Gifts to Spouses — The Gift Tax Marital Deduction
• Gift and Estate Tax Charitable Deduction
• Liquidity Planning
• Living Trusts to Avoid Probate
• Your Will