

# **OPERATION HYDRA CLEAN**

## **(SAMPLE) CONTRACT #3**

### 1. Parties

Buyer: HealthPlus Holdings, Inc.

Target: CareFirst Clinics, Ltd.

### 2. Consideration

- 1.2 shares of Buyer for each share of Target; cash election option up to USD 10 per share.

### 3. Representations & Warranties

- Full disclosure of all regulatory investigations.
- Compliance with HIPAA and state health regulations.

### 4. Covenants

- Mutual non-compete limited to the services provided by Target for 3 years.
- Confidentiality clause covering all due-diligence materials.

### 5. Closing Conditions

- Approval by Target shareholders (majority).
- Antitrust clearance from the FTC.

### 6. Indemnification

- Survival of indemnities for 24 months.
- No indemnification for known liabilities disclosed in the schedules.

### 7. Governing Law & Arbitration

- New York law; disputes resolved by AAA arbitration.