

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.