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THE STATE OF SOUTH CAROLINA
In the Court of Appeals

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SC Court of Appeals

APPEAL FROM KERSHAW COUNTY
Court of Common Pleas

DeAndrea G. Benjamin, Circuit Court Judge
Diane S. Goodstein, Circuit Court Judge

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SC Court of Appeals

Consolidated Cases For Trial

Case No.: 2010-CP-28-322
Case No. 2010-CP-28-323

Jamie Curley, Plaintiff,

v.

SCENT Land Holdings, LLC, Amy Puchalski, and Robert Puchalski, Defendants and Dr. Orville Dyce, Plaintiff,

v.

South Carolina ENT, Allergy & Sleep Medicine, P.A., Amy Puchalski, and Robert Puchalski, Defendants

Of Whom Jamie Curley, and Dr. Orville Dyce are the Respondents/Appellants,

And

SCENT Land Holdings, LLC, Amy Puchalski and Robert Puchalski, South Carolina ENT, Allergy & Sleep Medicine, P.A. are the Appellants/Respondents.

RECORD ON APPEAL VOL. XVI

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[Not leave practice]

Man – Puchalski ?
Man 2 – Orville ?

Orville Dyce	Hey.
Puchalski	_____.
Orville Dyce	No. _____ out. I'm sure we will at some point in time.
Puchalski	_____.
Orville Dyce	What?
Puchalski	_____.
Orville Dyce	I mean it – did you see that _____.
Puchalski	_____.
Orville Dyce	Say what?
Puchalski	Took apart what we're going to do. We can no longer rent space.
Orville Dyce	_____.
Puchalski	It's been delayed from – it was going to be implemented October 1st and now it's going to be January 1st. But that's it. So – we can't do it that way. We'll just have to do it a different way. But we can't do it that way. We can't take it out – the plan was to have individuals that were hired by that organization come in, do clinics and then do trouble shooting for us too. We'll have that at every location. And then have them go out and pick folks at home sometimes. Then they in turn get all the business. They pay us a fee for the space is the way it would work. And we could in turn also make some money off oxygen and potentially _____ that off private pays. Now the way to do it – the best way to do it to me seems like we hire somebody and then we get them to pay us for a setup fee. So that it's reversing, you see what I'm saying? The amount that they said they'd give to us for setup fee _____.
Orville Dyce	Right.
Puchalski	Do that enough. _____. It's just too onerous. It's too hard to track folks. We had the same issue with _____. It was just too difficult to track folks and --
Orville Dyce	In the practice.
Puchalski	Uh huh. We can't track compliance. If we can't track compliance, we can't approve compliance. If we can't approve compliance we can't do better patient care. And we can't increase revenue. So there's lost revenue plus the opportunity to make patients better. But we can't – if you can't manage it, you can't measure it. And so we can't measure it. It's because we can't measure it we can't manage it. But we had an

	ubiquitous, central organizational practice-wide it's possible for measuring it. And we could get that done and glean information from it and approve our processes to try to make it better. But not with that. _____ right? I know it's under 2% and I spent a lot of time. We may have gone from 40 to 60. _____. _____ maybe I've gone up 60% -- maybe 55 actually. I don't even think 60.
Orville Dyce	What do you do if someone is refusing to ___ 11 around 56 – _____ dropped to --
Puchalski	The _____ 56.
Orville Dyce	_____. Yeah. She's obese. _____. Like 79. Not for a lot of – you know 3% something like that. And just doesn't want to wear the C-pap. The company's asking her, saying you have to write an order saying to discontinue C-pap.
Puchalski	And she doesn't want to wear it.
Orville Dyce	She just doesn't want to wear it.
Puchalski	She doesn't want to interfere.
Orville Dyce	I told her to bring it in. Actually I told her to bring it in. I think I may have told her to bring it in to your clinic on Wednesday just to trouble shoot. She had nasal surgery, sinus surgery – sinuses are wide open, nose is wide open. She feels better when she's not wearing it.
Puchalski	She feels better when she's not wearing it? _____ better with it.
Orville Dyce	She actually feels like she can't breath. So okay. She's probably fighting it – a lot of the thing.
Puchalski	So – but no nasal resistance?
Orville Dyce	Not – I mean when I looked at her she's still wide open.
Puchalski	_____ try again.
Orville Dyce	No. She's only on the C-pap for 5.
Puchalski	Really?
Orville Dyce	Yeah. And I looked at it and thought that's kind of weird, so I just told her not to use it.
Puchalski	_____ low?
Orville Dyce	Well it sounded like she – I thought about that and I said you know just bring it in. Maybe – maybe there's a problem with the mask that we're missing. I said well bring everything in. And
Puchalski	_____ nasal _____. Nasal feels great. _____ 5. You can't back up 5.

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Orville Dyce	No you can't. It's kind of tough – like I _____.
Puchalski	It might be. Is she very obese? I mean could she be --
Orville Dyce	She's pretty obese. Yeah.
Puchalski	Lower chest.
Orville Dyce	Not that --
Puchalski	Over 40?
Orville Dyce	It very well could be. It could be.
Puchalski	Probably is an element of lower chest. _____ consider being over 40 straight out I say you have a component of either _____ and then you have a separate component of obesity with _____ syndrome. It's very similar to COPD. And it's – even though you don't smoke, you have a riskier component because your chest wall when your muscles relax -- _____. And so you have weight pushing down on you. In order to try to breath with a child sitting on your chest. That child's 40 pounds and I mean you're really – you're carrying around that extra weight right there. Your diaphragm can't go down because of your _____ abdominal weight so you're just stuck. _____.
Orville Dyce	Yeah.
Puchalski	_____. But you can't use nasal codes lay back.
Orville Dyce	Yeah. So you try nasal codes first and if that doesn't work --
Puchalski	It usually works with a full face mask.
Orville Dyce	Okay. No. I mean nasal codes first and the C-pap and if that doesn't work then -- I just didn't know – she could not – she wasn't very articulate about what the problem was with the mask. And that's why I told her just bring it in.
Puchalski	That's the easiest way. Bring it in.
Orville Dyce	Yeah. So she's bringing it in.
Puchalski	You put it on night. How much water you leave in there – it's what setting you put it on. You ramp it. You try everything.
Orville Dyce	And then I said put this on. I saw this little kid – 17 months. He was sent for a sleep study over at Richland. Had the hardest time getting the sleep study _____. Came back with a – and they just call it a HI. They didn't say HI – just HI.
Puchalski	_____.
Orville Dyce	Yeah.

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Puchalski	You showed them AI.
Orville Dyce	H -- _____ patient they were saying AI and there's --
Puchalski	_____just reporting the AI instead of AH.
Orville Dyce	_____.
Puchalski	_____. _____.
Orville Dyce	Yeah. Anyways so consider _____ also when needed consider the C-pap.
Puchalski	It didn't have the usual one that says don't drive.
Orville Dyce	I don't see that part. Cause little kid's don't drive. At any rate --
Puchalski	_____
Orville Dyce	Now do you view those kids at Richland.
Puchalski	View what kids at Richland?
Orville Dyce	If you have to do a 10 & A on a 17 month old? That's what he needs.
Puchalski	I'd do the A first.
Orville Dyce	That's what I was thinking.
Puchalski	Do the A.
Orville Dyce	That's what I'm thinking.
Puchalski	Nasal breather, should turn over in about 18 months.
Orville Dyce	Yeah I may do that. I may do the A and then I'm going to keep him over night. I think we should do that as a child. 'Cause I told Mom that was another way to go. I'll just call her back and tell her, we're just going to keep him overnight.
Puchalski	Do the A.
Orville Dyce	I'll do that cleared up. If anything else, I'll bring the kid back for the A.
Puchalski	Do the A, three months later do the sleep study.
Orville Dyce	Okay.
Puchalski	By then they're two years old.
Orville Dyce	Okay. I'll do that.

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Puchalski	_____ two years _____.
Orville Dyce	Yeah. That's probably safer. 'Cause I'm just not feeling comfortable like I can do it.
Puchalski	Kids pretty much breath through their nose at that age anyway.
Orville Dyce	And what's his name? Howard Saboka, he's not a really good pediatrician. But he's not good on anything other than ___ child_____ at best. If she got into trouble breathing, he would not be the one you want to call.
Puchalski	To _____.
Orville Dyce	What?
Puchalski	To help out on the floor you mean. _____.
Orville Dyce	Yeah. Well I'll do the A. The 80 would be easier to do.
Puchalski	The 80 is no problem.
Orville Dyce	It wasn't an 80 – it was an HI like 6 _____ and ream HI of--
Puchalski	_____ might go as high as 14.
Orville Dyce	But he didn't have very much ream.
Puchalski	And you're A considering --
Orville Dyce	A and that's _____.
Puchalski	You could. I don't know if I'd do that on an 18 month old.
Orville Dyce	Really? Why not?
Puchalski	I usually do them only age 5. Then that study came out --
Orville Dyce	That said what?
Puchalski	About doing it with a T&A over age 3. So now I do them about age 3. But I do them differently if they're smaller kids. The bigger kids – I go about halfway down the turbid and come all the way up. And then I really buzz the front part until it just shrivels down. But three year olds, I just put it in front.
Orville Dyce	Yeah.
Puchalski	That's all I do. I inject it until it becomes a bulb and then I just put that in there and it shrivels down.
Orville Dyce	You actually inject it with a local?

Puchalski	Yeah. Locally.
Orville Dyce	I guess that does expand the tissue.
Puchalski	It just makes it – particularly in a three year old – it makes it bigger. And I just put that in there really interiorly, I buzz it down and then quite frankly, I _____ the suction _____. Suction _____ of 15 watts – the handheld one. And then I zap it and then that shrinks it down and chars it. I almost think that does more work than the --
Orville Dyce	You know what I've been doing – I've been using the big Coblator – like I'd do the one, Coblator 1 and then I use the big Coblator carving and buzz it – the front part.
Puchalski	Then you don't do anything else? _____.
Orville Dyce	I _____.
Puchalski	Still. _____.
Orville Dyce	Even when I use the wand –
Puchalski	_____ post it.
Orville Dyce	That's what I said. I always dictate that. I make a stab incision with the caudle, raise the flap.
Puchalski	Put the big thing in there?
Orville Dyce	No. The big thing is for the bleeding. He was _____.
Puchalski	Oh afterwards.
Orville Dyce	Afterwards. Yeah. Yeah. Yeah. So I use my wand, I go in _____.
Puchalski	How do you control it then?
Orville Dyce	It's actually pretty good. It doesn't spread the boby – the problem I had with the boby was it was kind of --
Puchalski	Wide?
Orville Dyce	Yeah. Wide and just spreads like that. With this I mean it only – and it's not – it doesn't spread the into two parts – that's _____. You think it's so bulky you can't see in, you kind of _____ most kids pretty good.
Puchalski	_____ to me.
Orville Dyce	Oh I don't _____.
Puchalski	Somebody does.

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Orville Dyce	I think like Chad or someone takes it out in the recovery room. Or makes it _____.
Puchalski	Yeah. Chad _____ too?
Orville Dyce	Yeah. You know it wasn't just that I liked it – or disliked – it was just frustrating 'cause it – it seemed like the test was going to be, and I don't – maybe I'm wrong. Maybe but I do the practice questions I'll ___ with. _____ it's going to be more on the exam got you. Like why would they show someone that has a false eye, like you know what stage is this and it's ream of a false eye.
Puchalski	_____ have that _____.
Orville Dyce	Well they were showing us that stuff like you know and he's like that's fair game on the exam. And he's like and then what is this?
Puchalski	_____ Dennis have a _____. It's not a big deal.
Orville Dyce	This is a _____.
Puchalski	You're not going to see a difference in EOG.
Orville Dyce	No. But then you have to figure out whether it's artifact on the ream's – on the real EOG channel or if it's – the other one is abnormal.
Puchalski	Yeah.
Orville Dyce	This is weird. This is – I feel like it was --
Puchalski	No one's going to give you a glass eye in there.
Orville Dyce	It came up three different times. On those old practice things _____ -- three different times. And I then – it was like --
Puchalski	If it was on there, I got it wrong.
Orville Dyce	It was --
Puchalski	You don't want to rest that.
Orville Dyce	It's frustrating because I couldn't read the legends on the different – the -- I just got to go through like a ton of sleep things with kind of those -- this action can get real quick --
Puchalski	I think it is. Just get the course then they -- _____
Orville Dyce	It just was --
Puchalski	It's a minutia --
Orville Dyce	I feel like it was frustrating 'cause everyone was like trying to prove how – everyone was trying to prove how worthwhile their specialty was to – except for surgery --

	_____.
Puchalski	_____.
Orville Dyce	Did he mention about nasal surgery, about CPAP, didn't really mention – there's a lot. There a guy from Stanford that _____ stuff. I mean it was a good lecture but it was – it was somewhat limited I thought.
Puchalski	He's even more advanced than anybody else in the country.
Orville Dyce	You can tell. That was his only option that he presented.
Puchalski	He advances at everybody.
Orville Dyce	You can tell. You can tell. All right. That's not necessarily the way to go but it's --
Puchalski	It's _____ 3 in there that have – Jaffee, the Asian guy. The Asian guy.
Orville Dyce	Yeah. It's an Asian guy. That's the Asian guy.
Puchalski	It's Jaffee. That guy and his other two partners – they do – that's all they do. When they get somebody they do – they get incredibly good results.
Orville Dyce	Oh yeah. I mean you can't –
Puchalski	You can't argue with that.
Orville Dyce	You can't argue with it. It's just --
Puchalski	It's incredibly good results. You're basically – you're affecting the ____ and the soft tissue portion of the airway simultaneously. _____ out.
Orville Dyce	They're like both 90% aren't they?
Puchalski	Yeah but the morbidity is incredible.
Orville Dyce	Like what?
Puchalski	It's a – oddity and then it's – these cuts – the fourth cuts are not easy.
Orville Dyce	Yeah.
Puchalski	Yeah. That's crazy. The amount of bleeding. I remember that one. The went _____ men. Weinstein -- _____. It was a freaking bloody mess. _____.
Orville Dyce	Yeah.
Puchalski	That's crazy. _____ almost died. _____.
Orville Dyce	_____.

Puchalski	It's a bloody mess. The two of them holding 'em down.
Orville Dyce	Yeah it was just – I just need time. I told Ginny I called and she's like – I said I just need time 'cause there's no way I'm going to pass this thing if I don't have time. Like just dedicated days. Oh that's what that day is about. That 21st – did I tell you about that – I requested a day and they said I had to talk to you personally. I think I texted you about it or emailed you about it before I left.
Puchalski	_____ days.
Orville Dyce	There was one _____ but I didn't hear anything back. But I still have the form 'cause they said – they gave it back to me and said I couldn't fill it out. They couldn't fill it out. _____.
Puchalski	_____ you had or _____.
Orville Dyce	Yeah. I'm just picking a bunch of days where I can just like – sit and – if I just disappear no one's _____ 'cause I need those days. My memory is so bad. A lot of it is the memorization. It's the repetition.
Puchalski	Cram before. Take some days _____. But you have to do that.
Orville Dyce	The exam is on a Monday so I would like that into Sunday.
Puchalski	Well take off.
Orville Dyce	The week before?
Puchalski	Or at least _____. At least Wednesday, Thursday, Friday. Take those off. You'll have 5 days –
Orville Dyce	It's a pain in the butt. It's a pain in the butt _____. I was just --
Puchalski	I _____ my exam.
Orville Dyce	It was – the _____ is just – if I thought it were truly interested, _____ would be one thing. But a lot of it ends up being --
Puchalski	A lot of it you're not going to use. A lot of it you're not going to use.
Orville Dyce	Yeah.
Puchalski	It's going to be a little different 'cause you're cramming it. You have to get it in as opposed to having practiced in it for years, you know what I'm saying?
Orville Dyce	Yeah.
Puchalski	So you just got to get it in de nova.
Orville Dyce	I'd rather _____ too.

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Puchalski	Don't focus on trying to become you know a guru in the next month. Focus on getting the essential cramming elements in.
Orville Dyce	I thought I had that. I mean I got through most of the --
Puchalski	There's no way to absorb the entire compendium right.
Orville Dyce	Yeah.
Puchalski	Just catch the stuff that you know they're going to test you on.
Orville Dyce	Yeah.
Puchalski	But I feel like --
Orville Dyce	This is depressing like _____. I did some – did a fair amount of reading almost like this sucks.
Puchalski	I would go down – the beach house ready yet?
Orville Dyce	No. Actually this weekend, there's a _____ down and down in Charleston and I was maybe considering I should take the kids. Jamie actually has a show so I have to have the kids. So I'm going to get a baby sitter for a while but essentially it's going to be me alone down there with the kids. But the baby sitter – I think she said that she'd come for mine before so _____. I can take a break, hang out with the kids ___.
Puchalski	Where you staying?
Orville Dyce	_____. You going down to Charleston this weekend.
Puchalski	Uh huh.
Orville Dyce	You golfing? So go over to _____. They have --
Puchalski	_____.
Orville Dyce	_____. It's in the – I'll give you the address. We're renting a place down there.
Puchalski	So you decided then. For half the summer you're considering it.
Orville Dyce	It's not even half the summer. We just got in there.
Puchalski	You just need _____.
Orville Dyce	Well Jamie has the shows down there and she has some other stuff coming up down there so – it was either drive back and forth, cancel the shows, or and just stay here. _____. So the insurance paid for it. _____. It's like a green – it's a –

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Puchalski	_____.
Orville Dyce	_____ burned down. It's not a – seriously it's one of those --
Puchalski	_____. I'm not kidding.
Orville Dyce	We had to get it – I mean we had to get it.
Puchalski	_____. My insurance policy probably has the same thing on it, doesn't it?
Orville Dyce	Yeah. And hopefully you never have to check it out. But they paid for – I forgot what it costs us per month. I forgot how much they paid for a month – but they paid for – you have to – if you _____ tell you you have to get it. Like there's no way they'd let you get the insurance – like their _____ insurance policy. But you're going to take it and then the guy moved out of our condo so – I wish we'd rented our condo _____ and just collect the money. But there may be some legal issues with that so we didn't.
Puchalski	But you guys have another place down there too, don't you?
Orville Dyce	Yeah. We're renting – the corporate renting – _____ -- it's an engineering company that uh that --
Puchalski	You're making money off that too?
Orville Dyce	We were breaking even off that. We figured in a couple of years we'd be making money on it.
Puchalski	Well _____ didn't you?
Orville Dyce	Yeah well you can only do like _____ anyway. So you lose of your tax _____.
Puchalski	I guess that's a loss. It's a rental property right?
Orville Dyce	Yeah. It also allows us to write off a lot more of -- _____ expenses. So --
Puchalski	_____.
Orville Dyce	_____.
Puchalski	So you just _____ expenses _____.
Orville Dyce	And we just say it's for this house and that _____.
Puchalski	_____.
Orville Dyce	Yeah. We might get rid of it though it's such a pain in the butt right now. I guess _____ some money. Oh by the way, before I forget, did – am I supposed to be finding my own financing for this thing? Am I supposed to be contacting banks for this

	or the bank you contact just will do it as individually? I realize I didn't realize.
Puchalski	Yeah. I just talked to Strickland today. Strickland will only do something that's joint and separable. And he --
Orville Dyce	Not that it's going through the practice but you know how _____ center. You have a guy that's going to deal with each one of us individually. Right?
Puchalski	Uh huh.
Orville Dyce	That's why I couldn't – I didn't realize – I didn't know that. _____ start working on that.
Puchalski	Well Strickland, you can work on him. I bet you he'd do something independently. You know if you wanted to use Strickland. I just _____.
Orville Dyce	Who is Strickland?
Puchalski	Strickland is the guy that knows your guy and my guy at SunTrust. So if you wanted to use him independently that's good.
Orville Dyce	Okay.
Puchalski	He wants it as joint and separable and I don't know how I feel about that yet. You know what I mean?
Orville Dyce	Joint and separable.
Puchalski	You're married. So if somebody doesn't pay, then you pay for that person.
Orville Dyce	So like us -- like if you don't pay or if I don't pay, you pay for me?
Puchalski	Yeah. If it causes somebody else to go bankruptcy then – you know if you don't cover then you're going to go bankrupt too. You're going to put the ball on you. Joint and several is like a marriage. It's like you and Jamie getting a house. You have a joint and separable loan it means that you're doing it – it's jointly, you're both responsible for it. And if you sever it, you get a divorce, you're both responsible for it. If one of you dies, you're both responsible for it. If you're dead, your estate is responsible for it. You see what I'm saying?
Orville Dyce	_____. I'll contact him. I'll get the number.
Puchalski	Personally.
Orville Dyce	Who has the number? You have the number? I got to make a call – well no _____.
Puchalski	Strickland directly. I have his number. Want the email?
Orville Dyce	Yeah. That would be a good _____.

Puchalski	_____. I don't I mean we can't do – we can't do the practice unless we get an independent – unless we're – unless --
Orville Dyce	So get a separate account. _____.
Puchalski	Well they want a personal guarantee. They want a personal guarantee for the amount outside of the practice. That's just the way it is now. Personal guarantee now. It's all personal guarantee now. ASC we all personally guarantee – _____. Practice because that would mean that we'd have to come up with _____ loan. I'd have to have a million dollars _____
Orville Dyce	For collateral
Puchalski	Personal collateral – that personal collateral would be subject to _____. You know _____. Personal guarantees actually get you in trouble with your refis.
Orville Dyce	With what?
Puchalski	With refis now – they wouldn't before. I'm trying to get a refinance now and they're finding personal guarantees and they're sending --
Orville Dyce	They're finding personal guarantees? Really?
Puchalski	They're saying you got your debt to asset ratio is not because of personal guarantees. Which makes sense. So you can't take the same asset and say I'm worth this much. Give me a loan if --
Orville Dyce	Someone has – a lien on it that you _____.
Puchalski	That's subject to _____. How many assets you have but --
Orville Dyce	There was a cardiologist from --
Puchalski	A huge hit so – assets is going down on everything, real estate and assets going down. But guarantee loans – my ratios were different from what it was a year ago or two. It's much different than it was a year ago. It just came out as – so I think you should talk to Strickland and see what you want to do – how much you want to do.
Orville Dyce	_____.
Puchalski	That's reason. _____. Good _____. $64,000. Off of that.
Orville Dyce	You're $64,000 per year? That would be about 15 – 14% what would that be?
Puchalski	16%.
Orville Dyce	16%. Yeah.
Puchalski	If you make what – whatever you make – I believe you make 16 or something.

Orville Dyce	Yeah. That wouldn't be too bad.
Puchalski	I don't think it's a bad deal. I think _____.
Orville Dyce	I mean it shows commitment. I'm not going broke doing that. I have a little flexibility if I _____.
Puchalski	I don't know what I can do 'cause I'm going to do what I can do.
Orville Dyce	You're going to max out.
Puchalski	_____.
Orville Dyce	It seems like – I mean not that I agree with _____ but I think folks in _____ it could be ridiculous.
Puchalski	_____.
Orville Dyce	That's a lot of if's.
Puchalski	There's a lot of if's starting with tomorrow morning. So we'll see how that goes. My ass is conveniently gone tomorrow by the way. Except there's going to be – and the _____ are spreading around that had Lance to move around to make room for you basically. And that Charles doesn't give a shit about anybody but himself. That's okay.
Orville Dyce	I'm getting a headache.
Puchalski	Huh?
Orville Dyce	It's giving me a headache.
Puchalski	_____.
Orville Dyce	Huh?
Puchalski	I'll be able to do _____.
Orville Dyce	No it doesn't even matter _____ I want --
Puchalski	Shut up. We have to be there to tamper what's said, who we have to shut up. Unless we're asked something directly, we really should shut up. But we should not carry water for Lance. He knows he wants this. He knows how important this is for him. So does Terry. So does Pete. They know this. I mean he pretty much dictated that. He pretty much dictated that. Basically he wants it 70% after ___ which is me, him and everyone else he said. I want it raised to 70% and then after 70%, we're enforcing.
Orville Dyce	Maybe he wouldn't say it in the room.
Puchalski	He wouldn't say it around others?

Orville Dyce	Not that forcefully.
Puchalski	We can enforce the 50% now and we'll lose their space.
Orville Dyce	People would?
Puchalski	Yeah. There'd be enough room right now to enforce 50%. Then he sent me at 6:00 o'clock he sends me a text and we talk on Friday and he says. So Hatcher told me that we're all set – that's a term of 15 you guys are committed on Monday know for sure in the morning. I said I don't think it's the 15th but it's soon. We are going to switch over to do that. And he goes well in that case why don't I start pushing for two rooms on Monday morning so at least you have that. I said Lance once again I certainly don't want to go ahead and say no to two rooms at any point. But just be wary that it can only be utilized so much given the rules that exist in Kershaw. And so if you pull up eight cases a week that's 32 cases. That's half the cases that he's doing over at Kershaw. And all of a sudden, what are you going to do with the others? Cause he's gonna lose those rooms and you can't fit all 60 cases into a half day on Monday morning. So where's he going to put 'em? Because _____.
Orville Dyce	Just do what he says.
Puchalski	I think it's going to be a good deal _____.
Orville Dyce	Well not right now. Right now that's so – you see my numbers? _____ application _____. But I'm planning on going to the – the problem is I want to go to academy meeting. My _____ numbers are way down.
Puchalski	Going to academy meeting?
Orville Dyce	Huh?
Puchalski	Where you going – to the academy meeting?
Orville Dyce	Do I want to go?
Puchalski	Yeah.
Orville Dyce	Uh I want to go but not this year.
Puchalski	All right.
Orville Dyce	Not with the – not with the --
Puchalski	Why don't you take off --
Orville Dyce	The days of the academy?
Puchalski	Like Tuesday here and a Tuesday there and study for the --
Orville Dyce	I think that's what I may end up doing – I cancelled – I only had like five cases tomorrow and I putt the one – I only had one on Wednesday so I put that one on for

	tomorrow. I cancelled Wednesday. I'm coming back here to cover a case for Torie. Torie has a kid with a cleft palate. I meant to tell you anyway in case – seems like there was a second case here on Wednesday. And I wouldn't have done this if I didn't already have a very light day with one case. And she's worried about an airway issue. A cleft lip on Wednesday. This Wednesday coming up.
Puchalski	Okay.
Orville Dyce	So I said she's – she said she can do it around 9:00 o'clock, 9:30 or so – I should be done with the meeting and be back over here. She just wants me to be available in case the kid get into airway trouble. And I said they're going to do a C-section. The other thing is Manchest – Bell wants Manchest to do an EGE and he asked me to stand by on the consult. So he said do that on Wednesday so hopefully I can be around for the Manchest case on Wednesday too.
Puchalski	Stand by for an EGE.
Orville Dyce	The woman – this is _____. She had a 50 pound weight loss. Of course difficulty swallowing and he's worried that Brite Williamson and then Manchest we consulted for the EGE are going to keep missing a esophageal lesion. There's some swelling _____.
Puchalski	Maybe a endoscopy can take care of all it.
Orville Dyce	I wanted to say that. But he had already written a consult for a _____. Uh this woman has seen a lot of different – she's seen like Farrow and endocrinologist – so I said fine, I'll just go ahead and do that. So that would actually work out perfectly Wednesday. Next Tuesday though I think I'm super light. But the one person that's on is a thyroid and doesn't want to move.
Puchalski	_____.
Orville Dyce	Yeah.
Puchalski	____ she said?
Orville Dyce	_____.
Puchalski	Need to act to --
Orville Dyce	I was going to ____ to go tomorrow. This is super light. This is really light. ____ clinic light in the OR.
Puchalski	_____. You're at 74 _____?
Orville Dyce	Yeah. I'll probably be at 20 in September.
Puchalski	Are you 74% in the office?
Orville Dyce	For August.

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Puchalski	And hitting July and then August is slowing down. Not new _____. _____ actually look pretty good. Just averaged.
Orville Dyce	All right. So what else.
Puchalski	All right. Let's get _____ stuff.
Orville Dyce	All right. I wonder if I should routinely in late August and September have Jenny just start blocking one or two Tuesdays.
Puchalski	Don't do that.
Orville Dyce	Why not?
Puchalski	I'd sit and worry about that one. I was in solo practice. I was always so worried 'cause those two room things was a new thing. Everyone was questioning it and so I felt like I was always under the gun to have cases in those rooms. And so I'd block something out and then like a total angiectomy would come up and I'd be screwed. I'd like block off the OR and fill up the clinic.
Orville Dyce	_____?
Puchalski	I kept _____ I was screwed. _____.
Orville Dyce	I know. I just want to be in a position to _____.
Puchalski	_____ about that.
Orville Dyce	Right.
Puchalski	So _____. I want to share with you some thoughts that I had and then run them by you and see what you think. Just kind of get a sense of what you think about _____. Just some ideas. I guess in a general sense what I think I want to do. And I think I've got a pretty good idea what that would take and how to get there. I think that getting there though isn't going to – I think we're going to be diametrically opposed on getting there. For what I think we need to do. And so I – I have some general options that are coming to mind that I think would work out. And I think could work out _____. Go ahead and consider them. One is obviously that I made some sort of a plan to leave the practice, which I could do but I'd rather not do. Because I don't know that I'd do something else. _____. And if we can't get through this thing then I could buy you out. If you were getting sick of stuff and you wanted to do something differently. And we could do it. Something that would be very generous and _____. _____ consider them seriously which I think makes the most sense is if you'd consider doing it, splitting the practice. Splitting it in a way that makes sense. And a way that doesn't involve lawyers and ____ but actually divides out pretty evenly and pretty nicely. And I would be more than willing to provide support in everything during that period of time to kind of get you totally up to speed and that might be the only way that you don't feel spited and I can do what I want to do then. Do you know what I mean?

Orville Dyce	_____.
Puchalski	Would you consider doing that? We could do it in a staged fashion even. It doesn't have to be done right off the bat and it could still be involved in it. You'd still be involved in it. I'll cover _____ the hospital. I could still invest in the hospital. You could still get resources from the practice. ____ managing stuff, I'd be happy to do that for a while until you got – until you've proven yourself. This is where you can say sounds like a great idea or fuck you or anything else.
Orville Dyce	I don't _____ say.
Puchalski	Or anything --
Orville Dyce	No. Just thinking. Just thinking _____. Nothing in particular.
Puchalski	I'm sure you've thought about it.
Orville Dyce	Yeah. I've thought about everything. I've thought about --
Puchalski	You probably wanted _____ stuff. You _____ we're doing that. I'm not going to let this ruin our friendship. And I'm not going to go ahead and be a slave to the practice either. So there's no way _____ putting myself in your shoes and I _____.
Orville Dyce	What's that?
Puchalski	_____. I think there's a way to do this. I've looked at the numbers and there's a way to do this that would actually maybe work out. It would work out. It would work out for you I think very well. I think there would be some quality of life _____. But I think financially it would work out very well for you. I really do. I think it would work out excellent.
Orville Dyce	Okay.
Puchalski	If you'd just you know – if we do things the right way, I think it could work out very, very well. For the remainder of the practice, I could go ahead and do what I think – what I think needs to be done, which includes me leaving frankly. Or not living in Canton and living somewhere else in _____. And do changes in the contract that I thought were fair but that were fairly _____. The only way we could make things work out for me to be in this practice and I'd be happy. And you know I realize you haven't signed the contract – that's just going to be some issues with this. But you know here it is. A, B, C, D and E. And you know if you can jump onboard, I'd want you to jump onboard and move forward or if not then I will do something else equally you know – not equally but something proportionally. _____ and you have to move forward to do that. And then – and in that way I think – I think ultimately everything works out well for you. And if the end game is that I'm going to be out of a practice eventually, I'd rather see it go this way than to see it go another way. So at least I'll know that a portion is going to be in your hands and _____. And let's not forget we're down down the road.

Orville Dyce	Okay.
Puchalski	The other alternative is just that we buy each other out. And I think that's not going to be a reasonable thing if either one of us feel as though it's time to go or we _____. Do you know what I mean?
Orville Dyce	Uh huh.
Puchalski	What are your thoughts and your timeline in general? Share with me your timing and your thoughts.
Orville Dyce	Timeline for leaving the practice?
Puchalski	For staying in South Carolina or leaving if you're doing anything.
Orville Dyce	I'm planning on being here _____. Just realizing that _____ isn't going to last forever. Just kind of do the best we can, save as much as we can. And kind of when I'm ready to retire, _____ as much as I can and liquidate as much as I can. Just kind of keep it close to the breast and hope it lasts long enough 'til I _____.
Puchalski	I'm sure it will do that. Does Jamie have any interest in running a practice?
Orville Dyce	I don't know what Jamie has an interest in. I could talk to her.
Puchalski	The biggest concern would be quite frankly, that you would need somebody with some strong organizational skills to kind of run things. And – trusted. Somebody that has just strong organizational skills. Jamie could do that. She doesn't have any managerial experience _____. She can get it.
Orville Dyce	Yeah. That would be _____.
Puchalski	_____.
Orville Dyce	Yeah. She's pretty good.
Puchalski	I think particularly if she just got some training and got some stuff under her robes I think she'd do just fine. I think she would do well. And there's a lot you know a lot of _____ but ___ wise and asset-wise it actually divides out pretty well. I mean we've done a very good job at allocating resources as far as hard assets. _____ distributed private practice. Do you know what I'm saying? As far as seeing shares go, ____ goes and other stuff. It's all pretty well distributed throughout. And so we could figure things out as far as what was _____.
Orville Dyce	Okay.
Puchalski	And we keep _____ could stay with the practice in Hartsville. And just be _____. You could _____, which is an idea. You know. Wouldn't - _____. It would be in any kind of timeframe. But it would have to be done in a timeframe that would have to be before – before _____. A resolution would have to be there. But an agreement could be reached before _____.

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Orville Dyce	Okay.
Puchalski	And _____ confidential. _____. So we're just sharing this. But I think if we did that, as long as we came to terms before Chad came on board that that would work out well. As long as we get the terms. We don't need to get – it doesn't have to be done, we'd have to work out terms. _____ changing afterwards. Do you know what I'm saying? _____ too much to do that. I asked you to think of other options or thoughts from the last time we were speaking. _____.
Orville Dyce	I came to a lot of conclusions. This was among them.
Puchalski	Do you see other – other way outside of the few that we've named?
Orville Dyce	Uh – no. I mean I haven't kind of thought of end game issues like having said oh, this is – these are the only three ways. But I kind of knew that we were going to get to – and you had just _____. But there's no way I could _____. I didn't realize that this was a strong possibility. In all honesty, even after we left, I haven't had a whole lot of time. I mean I've been thinking about it but I haven't had a whole of time to sit down and just kind of write down different possibilities and things like that so we'll see.
Puchalski	Why don't you – I mean if you think something that I haven't thought about then let me know. I – I've obviously thought a lot about this and I don't see a whole lot of options. Of the three options I see – I see this as being the one that's the most fair compared to a buyout.
Orville Dyce	Well I think if --
Puchalski	I mean better than a forced buyout. Better to be amicable buyout. Although you know if that were something ____ – if you thought that would be something that – that would be something that I would even entertain but it probably wouldn't – it wouldn't suit me you know.
Orville Dyce	Okay.
Puchalski	As far as a forced buyout. As far as you know a buyout over time.
Orville Dyce	Uh huh.
Puchalski	_____ but if you think of any other options, then let me know. But ____ how – how could we proceed? Like what would you feel comfortable doing at what rate would you feel comfortable doing it.
Orville Dyce	Well I think the first thing I should do which I've always done, is really talk to Jamie.
Puchalski	Okay.
Orville Dyce	We've come up with every plan together since we've been married and this will be no different. So I can't commit to anything --
Puchalski	I'm not asking you to commit. I'm just asking for -- would it help if we sat together

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	with Jamie.
Orville Dyce	Who's we?
Puchalski	Teresa, myself, you and Jamie to discuss possibilities. Or just discuss, just general thoughts? Would that help? Just because it might seem like a very pie in the sky thing, but after you discuss it _____ a list of questions _____ something work. _____. _____answer to every single one of those questions, gone through a lot of them I think but _____written them down _____. [too much background noise/roaring] _____
Orville Dyce	Let me talk to her. I'll see what she wants to do. Because she may say she doesn't want to do it. _____ this weekend. But she may say she _____ running a practice _____ weekend.
Puchalski	Okay
Orville Dyce	Let me talk to her.
Puchalski	Again, just ask that you were get a / in a sense that I am trying to tell you something_____ and that you _____negotiation _____ try to figure something out _____
Orville Dyce	_____
Puchalski	_____ willing to _____ and try to work something out _____ try and just get through this _____ you you know, _____ I know you a long time. I don't have my game face on. I don't have my _____ on. _____
Orville Dyce	_____ given up
Puchalski	No. That you _____ that you're _____ willing to share or talk about _____ give me some thoughts that you're _____ you know
Orville Dyce	No. No, I'm not retreating behind anything. _____ thought about for a while. _____ responsibilities _____ do things, I'm not _____ shock or any _____. Honestly, my biggest number concern is _____ and that's been kind of dominating my thoughts, especially more now since going through the _____ So this is there, but regardless of what happened, I have to that still for right now is _____. I still prefer to keep _____ time now _____ more _____ and I haven't thought more, there's no there's no negotiating, _____ game face or anything like that because _____ I just want _____ kind of _____
Puchalski	_____
Orville Dyce	No, it's fine.

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Puchalski	_____ saying differently.
Orville Dyce	No, it is what it is, these things happen. I'm not, _____
Puchalski	_____ beginning
Orville Dyce	It is
Puchalski	_____
Orville Dyce	But I don't you to misinterpret the fact that it hasn't it hasn't overwhelmingly dominated my thoughts more than it has. Or anything other than it's just another thing _____ trying to focus on a little bit more and _____ happened this weekend kind of knocked me for a loop a little bit. Um, that's purely what it is. It has nothing to do with me hiding behind some things, it's just that I thought about that possibility, I thought about a ton of other possibilities and ...
Puchalski	_____possibilities have you thought of?
Orville Dyce	Well I thought about everything. I, I I there's nothing _____ me acquiescing and saying that 5%'s okay.
Puchalski	It wouldn't be _____
Orville Dyce	No, but, I'm just, I thought about you acquiescing and saying that um, you're not going to, the contract we have is fine. I thought about um me leaving voluntarily _____ same thing you did. You know, but I'm 5 years in _____ 5 years take an _____ buy out. I thought about um moving back to Virginia. I thought about moving to North Carolina. I thought about all these things. I thought about, _____ thought of, um the one thing I didn't think of is some kind of amicable split because I just never thought you'd entertain that possibility. I thought just based on the way things were going _____ that it would be either, and when I asked _____ I was like oh I figured _____ next. I figured you'd spoken to someone and that's where we were headed. So it wasn't, even though I was _____ I was just like you know it's gotta be said, you say it _____ I'm not going to be _____ I'm not a ...
Puchalski	I'm not going to sue you.
Orville Dyce	No. No. I'm not saying you're going to sue me, but I just thought about every single possibility out there. And I said this is it you know. So um, I haven't ruled in or ruled out any possibility, I just knew this was one of them. Um, and I haven't given it _____ of thought that I need to give it to really say where do we go from here _____ I may just need a little time, whether it's a night, 2 nights, 4 nights, it doesn't matter you know. Because that will change then um obviously the _____ would be a moot point um obviously it may change this what I want to do here um it would I mean it changes a lot of things. There are a lot things _____
Puchalski	_____

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Orville Dyce	Yeah.
Puchalski	Because they happened now unfortunately _____ because of these things _____ I mean _____ I not the person __ anymore.
Orville Dyce	Yeah. And that's fine. That's okay.
Puchalski	You know, I mean...
Orville Dyce	But...
Puchalski	...it just doesn't seem sensible for me to do that.
Orville Dyce	_____ be to just say something like not, I mean there are all these _____ see a lot of them literally _____ list everything that I have on the table. List the things that I need to do to kind of streamline my life and where we are, Jamie and I are right now. What we can accomplish, what we can't. What kind of _____ do we need to accomplish it, whether whatever or wherever and if I move from there, I mean those are the kinds of things that _____ what she wants out of life _____ is um _____ I guess _____. I mean those are the kinds of things _____ and _____ _____ so we literally have to sit down and talk about it.
Puchalski	We'll let's commit to try to do whatever we can do and to um work amicably number 1. Number 2 let me apologize for making you or hassle you to talk to your family about the things that I had to go talk to my family about recently. Obviously, we've had these talks _____ly for the last 10 days and obviously they've been good, they've been appropriate well defined and _____ focus on _____ wholly appropriate that you ____ same thing _____ apologize for the fact that the timing of this is such that you have to do it now as opposed to after the exam, but for obvious reasons, it probably would be good thing for us to do it now because there's at least 2 things _____ practice now _____ more _____ _____ I couldn't ask you to commit or expect you to commit to something just like I I wouldn't be fair to myself to commit to something _____ you know what I'm saying?
Orville Dyce	Absolutely.
Puchalski	You can find time to discuss these things so that we can get at least some dialogue going about _____ or at least get a better sense of where you guys want to head _____ you know, then at least we'll know what's going on perhaps we ___higher chance of solving this so that everyone makes out okay. Do you know what I'm saying?
Orville Dyce	Okay.
Puchalski	_____ and I'm happy to share with you whatever we're _____ about in terms of what we're going to do _____ and I just ask that you do the same thing. _____ talk to Jamie. And the answer is _____ Virginia, _____ we want to do that, want to do this, whatever, whatever it is. Just let me know what it is

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	because then we're much more likely to do something that will be a the most advantageous, you know what I'm saying?
Orville Dyce	Uh hmmmm…
Puchalski	And and then if we can do it, you know, either if you guys can get out, I'll be happy to sell mine _____
Orville Dyce	_____
Puchalski	Okay. Are you going to _____
Orville Dyce	I'm going to try to talk with her before, yeah. Yeah.
Puchalski	Do you want to try to get together then and talk and say, okay we're …
Orville Dyce	Ah, yeah. Yeah, we can.
Puchalski	Which day would be better for you?
Orville Dyce	I'm working on Monday. Probably not Sunday. Saturday, probably not Sunday. Saturday. What time are you coming back on Sunday?
Puchalski	I _____ myself, so Amy's not coming…
Orville Dyce	You may have to call her because I think I don't think I have a babysitter on Sunday.
Puchalski	_____
Orville Dyce	Um, _____ side of Charleston.
Puchalski	So it doesn't really matter.
Orville Dyce	Yeah, I'm just trying to think what's the best time. Like what I don't want to do is I know, _____ I ___ dedicated only this is one of the few weekends I can dedicate _____ Sunday I don't want do a 4 hour block or a 3 hour block. _____ that's what I'm _____.
Puchalski	_____
Orville Dyce	Oh no, we can do it on one of those days, but this, but _____ time limit, I guess _____
Puchalski	_____
Orville Dyce	Yes, _____ time limit for _____ know that. Like what I don't want to do is I don't want to be…
Puchalski	_____

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Orville Dyce	Um, um, yeah. Yeah.
Puchalski	_____ I think it's fair that we do that so _____
Orville Dyce	I will. I will absolutely email _____ Jamie when I get home _____ email to you.
Puchalski	_____ and then I mean either call me talk _____ want to keep it under _____ 2 hours and going to say um either Saturday night or Sunday morning or …
Orville Dyce	Uh…
Puchalski	We can do Saturday night or Sunday morning. _____ come back and see the kids, so…
Orville Dyce	Umm….
Puchalski	_____ ask Amy _____ Saturday night. _____ longer. _____
Orville Dyce	Yeah, I don't want Amy to be put out. Why don't we do um _____ Sunday morning.
Puchalski	Want to do Sunday morning?
Orville Dyce	_____ Sunday morning.
Puchalski	_____ Saturday. What time you want to do it?
Orville Dyce	Um, why don't we do it about 9:00
Puchalski	9
Orville Dyce	Yeah, I may change that. If I _____ a babysitter at 9, I probably don't want to _____ at 9.
Puchalski	_____
Orville Dyce	_____ go with Sunday.
Puchalski	Okay.
Orville Dyce	Let's plan on Sunday at some point.
Puchalski	Do you want to choose a ___ time when you don't have to watch the kids and talk at the same time?
Orville Dyce	Um, uh,

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Puchalski	_____ [kind of an important talk]
Orville Dyce	Yeah, it is an important talk. I'm going to try to see when _____.
Puchalski	Why don't you let me know what time's best for _____
Orville Dyce	Yeah, it may be it may be like 8:00 Saturday
Puchalski	8:00 at night?
Orville Dyce	P.M. And maybe I'll put the kids _____
Puchalski	Okay. I'll come by then. And then could you _____ place for me to stay there?
Orville Dyce	Um..... I think there are 3 bedrooms, yeah. That should be fine.
Puchalski	_____ save that money [?] _____
Orville Dyce	_____ go back. Yeah, yeah. That'll be fine.
Puchalski	_____
Orville Dyce	I think, uh, I think _____ call you Saturday.
Puchalski	I want to come Saturday and then I'll stay over and then I'll leave early the next morning in case _____
Orville Dyce	_____ fireworks that day. _____
	[seems they both are moving, walking, can't understand their conversation; too much static/outside noise.]

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Man	Can you hear me?
Man 2	Yeah.
Man	Okay, what's up?
Man 2	_____?
Man	Yep.
Man 2	_____ storm _____
Man	Yeah.
Man 2	If you hear a screech and then a crash, call Amy.
Man	Okay.
Man 2	____ lost you _____, Hello?
Man	Hello, I'm here. What's up?
Man 2	Okay great. Alright so here are the thoughts. First is Shelia. Shelia told Teresa on Thursday that I think she's got a different account of the conversation she had with you and she felt as though she couldn't _____ morning, but on Teresa asking her __- she said she would talk to her _____ some way that she could _____ for Tuesday morning.
Man	Alright.
Man 2	So that's where we are. So you might want to talk to her again. And if she says no, _____ driving for us.
Man	Well Teresa just said there's a possible – I mean when I spoke to Shelia she said there's a possibility it could happen but she didn't want to commit to it.
Man 2	I think she told _____ Teresa.
Man	She told Teresa no?
Man 2	_____ like probably or _____ Shelia _____. That might be okay, because I'd rather a speech therapist ___for speech therapy position. As a speech therapist who's a mom who had been practicing for a while, but it seems pretty _____ intelligent is looking to go part time. And that might be a better thing for us down the road anyway. If you think, that's okay with you?
Man	Oh, okay.

Man 2	She could work in the morning, and you know, wouldn't have any problems now or in the future _____. I know you've got a lot of time and education invested in this _____ prefer to have Shelia. And I would too. But _____ morning we have another option if you're comfortable with hit.
Man	Okay.
Man 2	You there?
Man	Yep. Fine.
Man 2	Next one is _____. Okay with that. Joe Jackson is still okay with moving on a Wednesday. Ed Gill's okay with it. Then you have to go through the two meetings to make that happen. There shouldn't be too much of a problem, it's still a net zero, the trick is to go ahead and try to explain what's happening on Tuesday. And one way was that _____ administration know that you're on staff, but _____ facility, I don't think it's prudent to go ahead and let them know _____. So we're having two meetings to make that happen. It's a whole new _____ because of the number of surgeons who are operating on a Wednesday, we wouldn't be able to have all the holding rooms. That's okay. We'd still be able to keep patients in there _____ my conversation with _____. _____ so _____ likely at this point. I don't a big problem for that. _____ Donnie's perception and we have to be on the same page ____ what we say about Tuesday. We probably could have should have pulled the rug out on him, as I think about it more and more. Probably should let him know that something's occurring that _____ Hartsville, _____ Hartsville. And you know, be able to take care of that volume. And you know, _____ somebody for Hartsville. Things may change, they may not. But I think it's probably the best thing for us to say, unless you can think of something that --
Man	No, that's fine. I mean, he's going to figure it out at some point _____.
Man 2	Oh yeah _____ everybody.
Man	I said he's probably going to figure it out at some point, so it's probably just better to let him know.
Man 2	Yeah. I think we've got to let him know. I just think we've got _____ and I think we're going to have the same story and I think you've got to get a very clear, even if there's no ____ there. I think it would be good for us to kind of get very _____ very close to the hole when it comes to the DASD. And in that vein, if you'd like, I could send you, so you could send to Bruce, the current ASD agreements prior to the upcoming changes so that he could at least get the base documents _____ base document, would that help you?
Man	Uh yeah. Greatly.

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Man 2	Okay. Do you still have that document?
Man	What document?
Man 2	The ____ documents, the last one that we sent you last.
Man	I do not.
Man 2	Okay.
Man	When was that sent out?
Man 2	Uh, probably about 7 months ago.
Man	Oh, no, I wouldn't have that.
Man 2	_____ work out.
Man	It was sent by email?
Man 2	By email.
Man	Yeah, I probably wouldn't have that.
Man 2	Alright. I'm going to send you another one. It the latest version that we have, but you gotta put a note on it says it's gonna, you know what I can do is I can send you a copy of the latest letter with our negotiating points. And then you'll know what negotiating points we're putting in there.
Man	Okay.
Man 2	And there's no doubt that, one of those negotiating points is to strengthen your position from the Hartsville perspective so that point's got to be in there. He's going to want to see that. But _____ in there. So I'll send both of those to you so you can get him cracking on it, because I think the time that we tell Donnie it could make a big difference if the ball is really close to the hole with respect to AFD. _____.
Man	Okay
Man 2	Next is the Wednesday morning meeting. You know that is going to become a little bit of an issue obviously for you to drive back, but just more and more I think about it, particularly _____, I think that the best thing is for us to maybe consider doing away with that meeting, and either having some sort of a phone conference in its place, or something at another time. But obviously the Wednesday morning _____ during the new schedule you will be driving back on your Hartsville day for the meeting and then driving back to Hartsville _____.
Man	Uh. Okay. I actually like the meeting, but okay.

Man 2	You like the morning meeting?
Man	I do.
Man 2	Oh you mean, I hear you say you want_____.
Man	Yeah, I said, I said I actually like the morning meeting.
Man 2	Okay. So you want to just keep the Wednesday meeting?
Man	Right now I lean towards keeping it. I'll revisit it, but I'll lean towards, um, we'll see.
Man 2	I'm okay with that. As long as you're okay driving, the resistance that we're getting from it is with _____, really. Kind of an unexpected resistance frankly, but we're getting some resistance there now that's neither here nor there, but it's going to be continue to _____ more and more doctors to come on a morning when they're all different places. But you know, _____ we'll keep it there and it doesn't bother me at all, so I can go either way with it.
Man	Okay.
Man 2	But we'll keep it, you just got to be aware of it. _____ morning _____ which will be opposite the providers meeting. It would be on the first week of the month.
Man	What is this? The board meeting?
Man 2	Board meeting. A monthly board meeting. A _____ providers meeting. Basically something that is similar to the executive committee meeting _____.
Man	It will be when? The first what?
Man 2	The first week of the month.
Man	What day?
Man 2	Well, it would be Tuesday, but we would have to work out _____.
Man	So the provider meeting would be the second or third week of the month and that would be the first week?
Man 2	The provider will be third, third Tuesday.
Man	Cause basic... okay.
Man 2	Hartsville meeting will be the third Wednesday, and the board meeting would either be, the first week, so the first Tuesday.
Man	The only problem with having that is, you're basically committing a bunch of people to being late every single day home except for one Tuesday a month.

	One or two Tuesdays a month.
Man 2	Right. And I recognize that, but I don't, _____ you give me some other _____ other thoughts and options, I'm willing to --
Man	How long do we need the board meeting to be?
Man 2	Sorry?
Man	I'd rather just be one Tuesday or switch it to a different Tuesday, I mean a different day other than Tuesday. So not the same person, like, so different people get a late meeting on different days.
Man 2	I mean, I can certainly understand that. The only other day that's going to potentially work would be Wednesday, but strangely, that isn't super convenient for me because that would be the only day that I would have to leave at a reasonable time, particularly if we can live nearby. So that down the road would be problematic.
Man	But, _____ it needs to have to everyone has one day that they're inconvenienced rather than want the same person having the same days inconvenienced.
Man 2	I'm sorry. I missed the last thing. I think we'll be breaking up here.
Man	Nothing, just go ahead.
Man 2	No, no. Go ahead. _____
Man	No, I mean, it just seems to make more sense that rather than having the same person inconvenienced _____ because this is going to last for years. So the same people are going to every, twice out of the month, they're home late in addition to their late days already. Because I'm just thinking, because I essentially take calls two nights out of the week. And it just, the one night that you don't have a call, you potentially could have two of those nights that you, the one night you could, I do have the potential to get home early, not that I usually do, but all of a sudden two out of the month you're going to be getting home late anyway. And that seems kind of, just a little bit peculiar. Like at some point, okay then, cut back another day where I could get home at a decent hour then. It doesn't, it just doesn't make sense to me.
Man 2	Okay. Well. I presume Wednesday would be the worst for you, is that right? In the new schedule?
Man	Um, what am I doing – I don't have the schedule in front of me, so what's the schedule?
Man 2	_____ scheduling would be off administratively Wednesday afternoon.

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Man	Yeah. I'm still going to have to – remember I'm still, presumably you'd be on call Tuesday, so I'm still on call after midnight on Wednesdays night and on Monday night all day or whatever it is. So either way I still have call those two days. I'm not, the administrative time is no truly an off time. You understand that?
Man 2	I know _____ trust me, I know all about administrative time not being off time. But you know, it's ___ there's time after the _____.
Man	Why don't we make it, why don't we do it on a Monday, why don't we do the board meeting on a Monday then?
Man 2	Well why don't we alternate? Why don't we switch, therefore it will – if you're going to switch to Monday night calls, then why don't we alternate? Cause it's just going to be the two of to the boards to start. So why don't we alternate? Why don't do Monday and Tuesday every other, and we'll switch back and forth. That way we have one on Wednesday, one on Tuesday, and then we alternate back the other one?
Man	Okay. Alright.
Man 2	Okay then?
Man	Sure.
Man 2	Alright. So, and the last thing is that _____ switch call _____.
Man	I actually have not asked any of them.
Man 2	I understand that, I just _____ all I did was I looked at the schedule over the weekend from every angle that I could. And I've been able to work everything out. I've got to make a couple of _____ which is going to be easy because we can direct those. I've got to make a switch with Stephanie and in order for you to have a PA all the time she has to agree to doing an extra half day. Which she could say no to, but she has said yes up until now, for extra money, so I'm hope she says yes, you know, moving forward and so we can get another PA. So we have to ___, but still I think we're going to be okay there. What I did was, there's other ones that are variables that aren't easily controlled that I wrote down. That's all the one's I'm sure _____ they can work.
Man	Okay.
Man 2	In fact, it will be better in some ways.
Man	Okay.
Man 2	But I think it works. _____ you said you didn't care about that.
Man	Well, I care about it, but I care about having dedicated administrative aid more.

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Man 2	Right. So I was thinking that way you could _____ day you could just, I mean, on your Monday, instead of running late all the time, you know, just do three hours on Tuesday afternoon and do five hours on Wednesday. So when you leave the clinic, you know, your clinic's going to end theoretically at noon with Shelia, but it will go late or whatever happens, you'll have two hours between the scheduled end of that clinic and the start of the Hartsville clinic. And then, just run your clinic on Wednesdays since there's nobody behind you then so what? Then you're done.
Man	So I go from what time Wednesday to what time?
Man 2	You can go 8 to 1 on a Wednesday, then you shave an hour on Wednesday, on Tuesday, and only go 2 to 5 Tuesday. Because I don't think you're going to be able to make it to Hartsville until 1:00 or so. Variable with you, but your average is you know, somewhere around 41 minutes.
Man	What's 41 minutes?
Man 2	It's your finishing average of 41 minutes _____. There's no way you're going to get to Hartsville even with no lunch until 1:30 on average.
Man	Hmmm.
Man 2	One thing you just _____ shave there and add on the other end. Or if you want to Wednesday early, you could start Wednesday early. _____ preserve the same hours but you're not --
Man	So that's a five hour morning on Wednesday?
Man 2	Yeah. Five hours on Wednesday and three hours on Tuesday. _____ preserve the number of credit hours you have. I don't care what, you _____, I just don't think you can make it.
Man	Mmm.. Okay. Alright. What else?
Man 2	Or do half an hour, do 1:30 at least. You know?
Man	Okay.
Man 2	And then start at 7:30. I'm just thinking that way you're not killing yourself on that _____.
Man	Okay. Alright.
Man 2	I'm just using statistics, I'm not saying anything about how late you are or on time you are, I'm just saying, statistically this is happening so then you just do that and then you'll not be running so far behind, you know.
Man	Yep.

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Man 2	Okay.
Man	Alright.
Man 2	So let me talk to _____ and let me try to nail down for these things and you can think about _____. And then we can meet tomorrow night or Tuesday night. We still have a big OR on that Tuesday --
Man	We can't meet Tuesday night.
Man 2	Sorry?
Man	We cannot meet Tuesday night.
Man 2	You said better Tuesday night?
Man	No, I said we cannot meet Tuesday night.
Man 2	Oh, it should not be Tuesday night.
Man	We cannot meet Tuesday night.
Man 2	Okay. How about _____?
Man	That's alright. That's fine.
Man 2	Alright. I've got _____ morning ___ afternoon, then I've got clinic from 3-5. _____ meeting until about 6:30. So I can come over after that or if you want to come over we can meet _____.
Man	Well I usually don't get done on Monday until like 6:00, 6:30 anyway, so, you can come up_____ you can come over after that.
Man 2	I'm sorry?
Man	I usually don't get --
Man 2	_____ 6:30, but I didn't hear after that.
Man	I usually don't get done until like 6:00, 6:30 anyway. My clinic doesn't get done. Then I have to go, usually you have to go to the hospital for something. So usually I'm not done 'til --
Man 2	Well why don't I go over there then?
Man	Sounds good.
Man 2	Keep the door open and we'll meet over there.
Man	Okay. That's fine.

Man 2	Okay, and then have you heard anything at all from, well first, on February 10, two and a half weeks from now, we have _____. He can only come for two days -
Man	Who's that?
Man 2	_____
Man	February 10?
Man 2	February 10.
Man	Uh, oh well. I'm going to try look at the calendar here. Hold on. February 10 is a Wednesday.
Man 2	Yes.
Man	Alright.
Man 2	That's right.
Man	Alright.
Man 2	Now I _____ he come in the 9th and the 10th, or he can come in the 17th and 18th.
Man	I know that I have a strong preference.
Man 2	Okay. If you were to, I think --
Man	Oh, wait, wait. _____ Or the 17th and the 18th?
Man 2	Yeah. The 17th and the 18th, he may be able to do something. So the 9th and 10th he can for sure. If he can't do _____ he can't do any until April.
Man	I mean I can see him on the 10th.
Man 2	Okay. Well, I'm going to be out of town on that Wednesday. Winter break starts. So if he came in on the 9th and the 10th, I'd be happy to have you to entertain him on that night.
Man	On the night of the 9th and the 10th?
Man 2	No, just the 10th. The 9th, I'm still around.
Man	Okay. What's his last name? Spell it for me?
Man 2	Sorry?
Man	Can you spell his, I think I'm good, I got to check with Jamie on my schedule, but I think I'm good.

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Man 2	Okay. ____ a guy from Tennessee. I'll make sure you get a CD and a little booklet. Lance knows all about him. They're going to take care of all the reservations with _____, and we'll make sure we get you contacted for that night, but just take him out that night. And I'll give him, I'll make sure I get him some sort of a phone call as kind of a wrap up phone call.
Man	Okay
Man 2	_____ his meeting.
Man	Okay.
Man 2	But we can do it that way. That way we don't have to wait until April for the guy to come.
Man	Alright.
Man 2	So he's our leading candidate over the other one.
Man	Okay.
Man 2	_____ I'll let you go, cause I got to go. Have you heard from Bruce about either the loan closing or moving ahead with purchasing that equipment for the lab?
Man	No.
Man 2	Okay. Do you have any idea when he's going to release _____ or not release _____?
Man	No. He's still looking through, I mean he got a lot of stuff that he's looking through and cross referencing, I think that's his issue, that's the last I heard from him. So he's been working pretty diligently at it. But you know, you got about a week and a half, two weeks to go _____.
Man 2	The closing is obviously the thing that concerns me more. But we've got a 100 that we paid for the practice, 200 on the line of credit, we got 300 out already hoping to close on a loan so we can replenish the 300.
Man	I know.
Man 2	And obviously there's the building, so there's going to be more loans coming, or more cash calls coming. So I was hoping to close this Wednesday. _____ possible.
Man	I mean, I'll touch bases but he's doing what he's doing. I mean I want to rush him, but don't want to say _____.
Man 2	I don't want you to rush him. _____ wondering if you could pose the question of Bruce, I understand you want to go _____ all of these to make sure that I'm

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	okay and there's not anything that _____ getting out of this ___ or anything else. But do you see any problem, any, just adding capital to this?
Man	I actually asked him that already.
Man 2	Okay. And what'd he say?
Man	He said, actually, his point to me was, you know, he would feel more comfortable if we just stop everything, including construction, until he figured it out.
Man 2	So stop building?
Man	But I didn't even bring that up. So he actually took a step in the opposite direction from what he had thought.
Man 2	I'm sorry?
Man	Yeah.
Man 2	So he's going to stop building?
Man	No, he just implied that not to do anything, not to touch anything, I said what about construction, he was like I would call of construction until we get this figured out.
Man 2	So he wants to call off construction.
Man	No. That would be his advice to me at this time.
Man 2	Is that what you'd like us to do?
Man	Not yet. I wasn't --
Man 2	_____
Man	Not yet, if I did I would have brought it up. But I want to, what I want him to do is take a good look at it in a meaningful fashion and find out where we go from here.
Man 2	Okay. Well I'm okay with that, just recognize that it puts us in a little bit of a limbo, if we get a cash call again, we've got to take it from the practice.
Man	Yeah. Is that why we haven't _____?
Man 2	Well that and we've got to get everything figured out, yes.
Man	Mmm.
Man 2	But we had to take a _____.

Man	I'm sorry, we have to get what? Sorry, we have to get – you broke up for a second.
Man 2	I'm sorry _____?
Man	You broke up for a second, you said that and something and something. And I didn't hear what the other part was.
Man 2	That ____ your desire to get this thing all squared away contract wise.
Man	Okay.
Man 2	Through Bruce.
Man	Okay.
Man 2	So, I'm not worried about _____ as much as I am worried about covering the construction costs.
Man	Okay.
Man 2	Then we continue and so, you know, if _____ we can tell him to do that. I don't think there's going to be, it's not like everyone's that busy, but the only thing I can see it effecting is our close costs. Right now if he doesn't finish in a certain period of time, there are penalties and I don't believe we'd be able to enforce those penalties if we were the ones that were responsible for the delay. But the hospital, given our current relationship, probably wouldn't be opposed to extending our lease so that we'd be oaky.
Man	Okay.
Man 2	So it's not a big deal, I just need to find out, I need a clear path to who's paying the bill for the construction costs if it continues. So why don't I put something out for Wednesday in the hopes that maybe without rushing _____ and then maybe _____ tomorrow that there's no way in heck that's going to happen, we'll try to push it back another week.
Man	Okay.
Man 2	Does that sound good?
Man	Sounds perfect.
Man 2	Alright, sounds great.
Man	Okay.
Man 2	I'll catch up with you tomorrow, I'll come over as soon as my meeting is over.
Man	Sounds good.

Man 2	Alright. Take care.
Man	Bye.
Man 2	Bye. And this recording was from January 24, 2010 at 7:10 p.m.

Audio File [Odie Austin Comment]

	Various people speaking in the beginning.
Puchalski:	Alrighty guys _____ here today. But I'm going to go ahead. I asked Austin to be here to tap into _____ we don't quite have our tax returns all done but it's close.
Austin:	It's very close, we just have a few more reconciliations to do _____ tax return, so it could be out of here by next week.
Puchalski:	Okay. So we probably _____ as you know _____ Dr. Dyce
Orville:	I gave it to _____ already.
Austin:	The reason we take so long _____ is that literally filing _____ and the staff starts off with a set of books they give us. If we just take what the staff gives us then we would file a return and it would not be totally correct because they make posting errors and make distributions errors, they make allocations errors, _____ entry errors. So we go back to the entire process, _____ accounts. We often find an amount of adjustments we have to make as I have this year. So that's why I can't rush through the tax returns. It's not a question of $50 _____ because the business of this nature and this size at some point your history will get audited and I _____ be careful _____ have every claim _____ actually correct, because if it were _____ compounded and your audited it can have adverse affect on the results. So we do take a lot of time, we do spend a lot of time trying to tend to it. But in the end we work for six _____ anybody. I want everybody to feel comfortable with because _____ because we are in -- we have been told that he is the managing partner, so we should provide everything to him and we do that. That could change with whatever decision ya'll decided to make, but it wouldn't be good for us to report individually to every doctor because we _____ a lot of time _____ a lot of things by each person inquiry into it. But we can do whatever reporting we need to do. What I did for tonight, is I
Puchalski:	Actually Austin I'm gonna _____ if I can
Austin:	Okay.
Puchalski:	And I'm gonna jump into that. _____ papers here and
Austin:	She took them out
Puchalski:	Did she really.
Austin:	Yeah I saw them in her hand when she went _____.
Puchalski:	Why don't you go ahead and start then.
Austin:	What I did for tonight is to look at the K1 distributions for '09, Dr. Dyce, Dr. Puchalski and the differences of it and look at Dr. _____ 1099 and the salaries from January through today 10 and the K1 distributions from last November until March. So I can give ya'll _____. Dr. Dyce has to catch up seven payments is $10,500. So Dr. Dyce's distributions were a million two thirty-seven and seventy three of that was catch up. So he nets out at one _____ six four _____ '09 K1 distributions. Dr. Puchalski's at this point is one point one seven one which is a $7,000 difference and we think that there are some adjustments that we have to make such as political contributions that were charged to him. We don't know if they're his or they should be part of the organization. But anyway that is in the works and this has been very _____ on K1 distributions for '09. I anticipate that they will be exact when we get the information _____
?	So _____ contributions
Austin:	I've deducted
??	But are they being spent with corporate money?
Austin:	Yes. There was some small amount of political contributions were paid with political

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	money and we charged those at this point to Dr. Puchalski, but the question is whether or not they should be charged as a non-deductible item to SCENT. That's the question.
Puchalski:	So if I could
Austin:	Please interrupt I --
Puchalski:	There's somethings _____ to Dr. Dyce or Dr. _____. And that means that it's being defaulted as an increase _____. So it's not the practice that's putting _____ it would be the liability _____
Austin:	So there are other known deductible contribution _____ expenses. For instance office of life insurance is non-deductible, travel and entertainment is only 50% deductible. So I have to deal with all these things having to reconcile this stuff. And we go through every credit card entry to make sure that it's charged in the right place. And whether we get it all perfect I can't be sure because I have to rely on the information that we are provided when we ask these questions. But we think we're very close to getting all perfect because we are this close on the reconciliation. The $3,000,000 with a $7,000 difference in the K1 distribution. We have your 1099 for 2009 at 496.
??	That's right that's what I have also. The problem is my 1099's from the government are more than that. And I have to have Rebecca call you. I've actually got one I believe it's $89,000 and 1099 on my name, but I only received like forty-nine six.
Austin:	Well we can _____ that problem and get rid of it if I get the_____. That's not a problem.
??	Does Rebecca give you the 10 -- can Rebecca call you with 1099?
Austin:	Sure she can.
??	Okay good.
Austin:	We can fix that. We had a -- I had a doctor yesterday that's -- Medicare sent all of his personal Medicare reimbursement for services to him and he's in a big practice had his Social Security Number on it. But the only way I could make that match up with the government, is I had to put it on his return showing as a nominee income and that it comes back off and that it's in the return of the practice and give them the Federal ID number. It's a constant problem accomplishing that to make it reconcile with Uncle Sam. Because if they get $200,000 in 1099s from Medicare and this doctor didn't get any of it all went into practice then we have to reconcile that to the point that we can show it _____.
??	So how does _____ his clients say we need to reconcile this or she can do numbers.
Austin:	Yeah absolutely. I have to do that. If I don't do that then it shows up as going to you when it really didn't.
??	Correct.
Austin:	Okay.
??	The other thing is I got something from the Surgery Center too Austin, I'm sorry what do I do with that?
Austin:	If you make copies of what you got in your name and give them to me then I can fix it.
??	Okay.
Puchalski:	_____
??	_____ report that it was like a $13,000 for the year fee I believe or I can't remember
Austin:	Whatever it is it's wrong I need to know. Okay?
Puchalski:	There's no there's no _____ in at all.
Austin:	I understand -- there's no income.
Puchalski:	There's no _____
Austin:	There's no income. Nobody should be getting something out of that, it's just money going into investigate the possibility of _____ business.

??	So do I have to report that?
Austin:	No - no.
??	_____ information _____ for me how much money went into _____
Austin:	Well I will make sure that that's all correct.
??	I'll have her call you tomorrow about that.
Austin:	Subject to any questions ya'll need to ask about it. Then for November until March K1 distributions are identical - $18,000 a part. All the money has been going on loan to the _____ ya'll are building right now, so that's why there's no money to distribute. And the salary for January and February up till March the 5th, Dr. Dyce and Dr. Puchalski is exactly the same and Dr. _____ I'll do yours in just a little bit but I'm in the salary category.
??	_____
Austin:	Okay, but other than that I'm almost there. I'm about ready to file a return but I got to absolutely get these K1 distributions down to being identical and if they're not identical and if there are any adjustments to be made then I'll give the firm that adjustment and tell them AOB or BOC or whatever the number is. We've had to do that in the past. But that comes from posting errors, allocation errors. Not on purpose. When you do thousands of errors I mean _____ you're gonna make some. And if somebody post a credit card to Dr. Puchalski or it should have been to the firm then his K1 is wrong, cause when your sweep takes place that's in the K1. If they're posted to the firm then it should have been his then the other _____, it _____ subtracted out before and it has to be charged to him. And we will have a list of every adjustment that we make because we have to give journal entries to the people over here to make those adjustments to get their books in order.
??	Is there a 1099 _____ or is it just paper _____ so _____ goes on the 1099 income?
Austin:	That goes into the practice.
Puchalski:	Not in his case. In his case he'll have other 1099
Austin:	Yeah you'll have others for your personal returns, is that what you're asking?
??	No _____ we're all getting the same 1099 _____ K1s.
Austin:	Nobody gets a 1099 that's an employee that can. You get a 1099 last year cause you weren't a partner.
??	Right.
Austin:	So you got a W2.
??	Right.
Austin:	You _____ suppose to get a 1099. That's the only way we could get your funds stated to you because it didn't go through payroll. That was after the fact when I did that because if it doesn't go -- if you're an employee everything's suppose to go through payroll. So you're not suppose to get a 1099.
??	So my -- is this year -- I think is it still going through 1099 for me?
Austin:	No everything is going through payroll. You go through K1.
??	It can't be though because in 1099 I got a -- or I've gotten a January call check it was the same call check without taxes taken out of it.
Austin:	Then it will be put as a guaranteed payment on your K1 because you're owner and partner now.
??	No I'm not.
Austin:	Oh you're not. Okay. So he won't have a K1 distribution.
Puchalski:	Not from 2009
Austin:	No I -- he's talking about now.

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??	1099. And because I had a 1099 I could put it -- can I put it away in a separate in a 401K self-employment?
Austin:	You can have a set.
??	Exactly.
Austin:	And you can put up $49,000 in it.
??	Correct.
Austin:	Correct.
??	If it follows 25% of the _____.
Austin:	Well it's actually 20%.
??	So now in January then, I still get a 1099 income then?
Austin:	I don't know that question. Is that right?
Puchalski:	Actually he's not _____ shareholder.
Austin:	Okay. So it should be going to payroll as opposed to going through 1099, if he's an employee.
??	Is everyone else's _____ going through payroll?
??	No mine's taken -- there's no withholdings from mine.
Austin:	What I mean is you get the 1099 for it?
??	Yeah, I got it right here.
Austin:	Okay that
??	From the hospital or from us?
??	Several. From the hospital
??	Carolina Pines, _____
Female:	But the hospitals you just turn _____
Puchalski:	Yeah the hospitals turn over _____
??	I assume this 1099 from SCENT equals the amount of comp checks I got _____ in '09 that taxes weren't taken out of, correct?
Austin:	Yes. Now that should be what the answer is. But under the statute as an employee of SCENT you're not suppose to get a 1099. So _____ somewhere. They suppose to give it to you through your payroll. And then it's all in your W2.
??	That's what I would hope because the taxes would probably be less then _____ 1099
Austin:	It'd be the same. But that's part of the gravitation toward getting things perfect. Because that even though it's not what they tell you you have to do, once it's done the only way we can make sure _____ is that 1099.
??	Right I understand that.
Austin:	If the government is going to accept it but they gone tell SCENT someday "you can't do this."
??	But at some point once everybody's a partner, a shareholder _____ go away.
Austin:	It won't be that.
??	And it'll just be all through the _____.
Austin:	You know we had the problem with Dr. Puchalski and Dyce and we had to do it that way to -- and once everybody's a partner then the guaranteed payment position on the return can make up for any discrepancies between each other. If there is a discrepancy. Now let's just say you decided that you could get more than the rest of it for whatever reason call or whatever, and it's not run through the W2. Then on the K1 we can show it as a guaranteed payment and that will allow the K1 amounts to be the same and it'll allow any other payments to go through guaranteed payments.
??	So our independent paper call contracts those should be taxed through the corporation not individually through me?
Austin:	It should come in and then go back I guess I don't know what ya'lls deal is on paper call.

??	Neither do I.
Austin:	Okay well -- if the deal is they get what they earn
Puchalski:	So all that comes in
Austin:	Okay.
Puchalski:	The corporation pays taxes on it through
Austin:	Gross income
Puchalski:	Exactly _____ and then checks go out. But if checks go out without tax.
Austin:	Well that doesn't mean they're not showing on the payroll, they can go out without tax and still be on the payroll. Everybody
Puchalski:	They may actually because Barbara is very well aware of that.
Female:	We do not tax -- remember we ran one check last year with taxes and we -- whatever reason
Austin:	But if it went through payroll they all max out on
Female:	Inaudible
Austin:	Huh
Female:	We've
Austin:	That may cause you problems that's all I'm saying. The fact that you -- 1099 from employees. They're all partners then I would have a problem with the guaranteed payment because that would fit perfect and you wouldn't have to deal with a 1099.
??	If we sign them as individuals though does that make it okay? I mean if we sign an independent contractor agreement with these hospitals _____ paper call?
Austin:	Not if the money comes in here and then comes back out. If it went direct from the hospital to you that's fine.
??	Okay so acknowledge that.
Austin:	Huh?
??	So that we're not doing that properly then. I mean.
Austin:	Well be _____
Puchalski:	_____ run through payroll _____ but _____ very well aware that the shareholders
Austin:	_____ she does know tax law, she knows the bookkeeping and payroll and stuff like -- she don't know tax law.
Puchalski:	_____ case.
Austin:	Well I mean those are minor, we can fix them. But I just -- I want ya'll to have full disclosure of anything that we know.
Puchalski:	As far as tax liability.
Austin:	Sir?
Puchalski:	As far as tax liability.
Austin:	It's all being reported.
Puchalski:	Exactly.
Austin:	Everybody's paying -- _____ nothing
Puchalski:	Inaudible
Austin:	No.
Puchalski:	And everything is being attributed to _____
Austin:	That's right. Everything is being taxed that's _____
Puchalski:	_____ right person and everything's good and taxed.
Austin:	That's not the question of whether you're paying the tax right.
Puchalski:	There's nothing
Austin:	Because when you put that
??	Is it going to be the same amount though in the paper call checks every month?
Puchalski:	Inaudible

Austin:	When you put that 1099 on your return you're paying the Social Security and your paying the income tax.
??	What if more comes in than goes out to the doctors.
Austin:	Then that's distributed to the owners if it's part of the _____. See if it comes in and all expenses don't eat it all up and it all didn't go back to you then it's just part of the debt profit that the owners share.
Puchalski:	Inaudible … if you could help _____ any other questions _____. Could you give me the total Dr. Dyce, Dr. Puchalski and Dr. _____ earned in 2009 between K1 distributions and salary. Could you give me those numbers?
Austin:	Not right this second, but I don't have the 2009 available.
Puchalski:	Got ya.
Austin:	I ____ have to have that, but I could get that for you tomorrow. You want to know the total compensation
Puchalski:	Yeah 338 is I believe
Austin:	Total compensation plus
Puchalski:	Does this include
Austin:	That does not include the salary.
Puchalski:	Inaudible
Austin:	Yeah
Puchalski:	_____ includes _____ what is _____ distributions for 2____
Austin:	Forty-nine six.
Puchalski:	Doesn't sound right. I guarantee I got it _____. _____ but it doesn't include redistributions. There's more _____
Austin:	He doesn't have K1.
Puchalski:	He does. He does he has _____ but he's had
Austin:	So I have to get his
??	Define K1 Austin. Is it -- I mean it's
Austin:	Your share
Puchalski:	He gets a bonus basically, it's not a
Austin:	But he can't get a K1 if he's not an owner.
Puchalski:	He _____ K1. But he does _____
Austin:	Is that in his payroll?
??	Yes.
Austin:	That's in his payroll?
Puchalski:	Yes.
Austin:	Then all we got to do is get his payroll and add it to the forty-nine six and that's his total compensation.
Puchalski:	_____ so it would be forty-nine six
Austin:	Plus his total compensation on his W2 form.
Puchalski:	Which is just so I can kind of calculate this
Austin:	So we don't do the W2 so we don't those are done by some payroll _____. I see them after the fact.
Puchalski:	Okay so forty-six, two sixty, thirteen. And then when did you first get your first _____ when did you get your first _____
??	_____
Puchalski:	Second week of May. So probably all of June and July and August so just estimating.
Austin:	Well those are numbers we can look up.
Puchalski:	divided by ___ equals _____ equals 318. I'm just guessing this is _____. So total somewhere in the ballpark of

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??	The only question is the _____ that's my big question.
Puchalski:	Plus 13,000 plus 318 _____ equals somewhere in the ballpark of 641 sound about right. So 2009 about 641 just because _____ half the _____ so instead of _____ weeks. So fair enough.
Austin:	You want me to
Puchalski:	Oh no there's also there's also _____ there's the one-third _____ so _____ been going since when -- since July.
??	August 1st.
Puchalski:	August 1st sorry. August, September, October, November, December -- it's five months of that and that is 546 divided by 12 divided by 3 equals _____ yeah so we're around _____. So we're somewhere in the seven sixteen.
??	Are you including the 49 with that.
Puchalski:	Yeah.
??	You include the 49 with that that's very close. That's almost right on.
Puchalski:	So you're somewhere in the mid sixes since I underestimated one of these things.
??	671 plus 49. So we're right around there. Which is based on my W2 income statement and the 1099.
Puchalski:	So you're in the 700s. And that's because you've had that half a year that was _____ okay let's just go ahead _____ I presume we're all getting paid the same amount on _____ that I'm probably forty-nine six as well. Right? Okay for _____ 338 _____ so _____ plus 49 equals _____ 25.
Austin:	Deductions would be the same.
??	_____ basis _____ so somewhere in there. _____ sound about right for ya?
Puchalski:	Do you feel _____
??	I don't know what the number is.
Puchalski:	inaudible. Any other questions for Austin _____. Okay so what I did is – I thought it'd be good since we're doing the year-end to go ahead and just go through the AAOA survey, do you have that by chance?
Female:	The numbers?
Puchalski:	Yeah _____
Female:	_____
Puchalski:	The survey forms they were _____ provided _____. Yeah let's do this, those would be a good idea. _____ take about ten, fifteen minutes just in case there are some questions that come up I just think it might be helpful _____ back on your _____. In 2008, are you guys familiar with this at all? _____ survey comes out every year so I thought it be good since we're kind of doing our _____ here and it kind of compares us with other practices and kind of see where we sit and we can see how doing. How is this practice being run, _____. So basically a thousand different completed surveys. Total response _____ 21-28 recognizing that some of these people are from multi-specialty groups and so keep that in mind. But _____ distribution 235 from southeast. Medium practice size so about the same you know number of positions about 3 that's the average around the country. So we're at five compared to three. But that's really _____ satellite office there _____ have. So that we have _____ 4 clinic offices we have a sleep lab that's a fifth site. Certainly got a piece of land _____ so we're probably in that five plus sites so that is the 6.5%. It's very difficult to tell here the colors but 6.5% of the country has as many sites as we have, which is the majority 94%. Don't have any headaches but don't have any number of sites _____ through. Legal organization when you look at that the majority are professional corporations and South Carolina statute requires that we are PA. _____ so we're kind of in that main group. _____ practice in which you

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	work 21% are multi-speciality so you have to kind of keep that in mind because as you'll see whether or not you have a speech pathologist or somebody else in _____ certainly depends on whether or not you're a multi-specialty group. Multi-speciality group has 20 different specialties _____ have a lot more ancillaries and other things. But about 70% are what we _____. Overhead - overhead is kind that 50 to 59% if you kind of look in that window there it's page two of the _____.
??	I said I've read this.
Puchalski:	Okay kind of follow along I'll try to point out some things as we _____. So we're some of _____ 39 to 42% range so we're kind of if you look at that peak we're kind of in that bottom slope of the peak for overall overheads. So we clearly want to be over on the left. If you kind of wonder geeze why are there people at 0 to 1%? Well if you're in a multi-specialty group or you're an employee position, you have no overhead so you're at zero. So that makes our 39% even more significant, more dramatic because we're competing against 20% of folks who are employed and we're still way on that end of the curb. Even with those guys kind of factored in for overhead. So nationally, _____. Okay, what percentage of your practice has kind of contributed to different things? Not unlikely what we have, basically. We're looking at somewhere in the range of between 40 and 45% _____. Overhead is personnel but a little higher than that actually. That speaks to our practice. You know, when we get to how many—the next one you say, how many people do you have? or how many folks do you have? If you look at just general staff curved at a primary preferred _____. You're look at about three. So if you were to go ahead and say well, okay. If we have five doctors and three docs and three employees per doc, you're looking at a staff of about 15. Which is pretty much what other practices have in terms of what they've got in _____ like I do. _____ about eight employees, for instance _____ practice. Many _____ as you are aware will have ratios _____. If you added in to what we have _____ then of course you'll have seven times three which is 21 is what we have. And so, _____ how many employees?
?	Fifty seven.
Puchalski:	Fifty seven employees. So, pretty much a different beast of _____. So even though we have almost three times the amount of employees per FTE, still our overhead is far below the national average; far below _____ of seven. I think that's a good statement. How much basic medical liability insurance do we have? One million? Three million? What we have is kind of a big peak right in the middle of 61%. So it seems where everybody is, where most people are. Did your medical liability insurance premium increase/decrease or stay the same over the last year? Ours increased, unfortunately. We had a plan in place for that, but we're in that 33% category that unfortunately went up. Is there a cap in damages in your State? Our answer is yes we do. So we're in that 41%. Primary area of specialization. Probably not that important other than there's you know 6% head and neck in here. But overwhelming generalist, generally _____ acknowledge that 54% of _____. _____ of course have three _____ trained doctors, the three of you guys, three assets to the practice and so _____ small amount. Obviously the younger you are the more likely you _____ in your specialty. Median income, how has it changed generally looks like an 8% bump in the south and 9% increase in New England decrease half percent of course New York and Pennsylvania and New Jersey _____ significant issues reimbursement wise, so they've gone down _____ us with a little bit of an decrease there. You also look at California all the western states down 8%. So we're in that good region. _____ in south I'd take the south _____. Compared to 2006-2007 personal income higher or lower _____ the same and its higher, generally across -- about half _____ of

	that. How many hours do you work a week, let's look at that. And so it looks like the peak is about 46 to 50 ours per week. _____ how many hours you think you work a week?
??	45.
Puchalski:	_____ how many hours you think you work a week.
???	
???	You mean how many hours am I in the clinic _____? 45
Puchalski:	That's... yes how many _____ work per year. I'm sorry how many weeks per year --
Female:	I think hours per week.
Puchalski:	So. Well let me ask weeks per year, we're in that range for _____ how many hours total you work per week? _____
??	inaudible. I would say 60 plus including OR time speaking to patients, running the office at P&E, making the phone calls that are necessary, going to the meetings that helps us practice _____.
Puchalski:	What do _____ think.
Dyce:	I don't know I don't think about those things.
Puchalski:	Um but I appreciate _____ okay very good, so if you look at kind of at _____ about 30% of the folks are kind of _____ it seems like you know we're kind of in the middle of the group there as terms of how things work. I think that's pretty much what we talk about when we talk to peers about how much hours they work, how much they spend you know in the clinic, in the office. You know, we're certainly not a huge_____ I think we all agree that we certainly put in _____ clinical hours and the intensity is certainly greater in our clinic but we're about where others are. _____ weekly activities as far as office and the OR goes, looks like we spend a little less time in the operating rooms than others and that's a testament to the two ORs that we've been able to create and practice here in all the hospitals. _____ that allows us to spend more time _____ the _____ yes 48% _____ in there. Do you _____ CT scanners 22% of the country has CT scanners, we have 3, which is good. Is your _____ practice currently credited or is planned to get credited? Yes we are. Thanks in part to the good work Dr. Dyce _____ kind of get us rolling there. So we appreciate that. Are you reimbursed by any local hospital _____ services, yes is 19%. There's no question about that _____. How many days per month _____ on call for hospitals 4 to 8 says 42%. So what do you guys think? How many days we spend a month? Probably in that 4 to 8 range. Yeah so I think we're pretty much in _____. How many hospitals you cover per month by taking calls for the emergency room, looks like a majority have actually one and so only about _____ % the response says _____. Some cover 4 some cover 5, but we're a little bit on the extreme here, we've got to note that. So the first thing that we're seeing _____ is a little bit of an outliner _____. Office services numerous _____ _____ per week, we're very much in line with that. We see a little bit more established, _____ more hours _____ sleep. Services provided in your practice, keep in mind we _____ 29% _____ I always wonder who actually is those 29% people.
Female:	Inaudible
Puchalski:	try to figure that out. The majority we do have _____ the majority do have something like a contract service when they come into a half day _____ we have. Also a lot of multi-speciality groups _____ 20% multi-speciality groups and so they're more likely to have speech pathologist there. Radiology _____ lab we don't, we _____ replace that here _____. Clinical laboratory - no, but I would argue clinical laboratory is really limited to only those that are in that multi-specialty

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	group of 21%. That's why there's 15.7% _____ laboratory _____ _____ of course other things like sleep you know and _____ whether it be ESE or whether it be hearing _____ or anything else _____ not even listed there. Who performs audiology service as a practice? Looks like audiologist does only __%.
Dyce:	[Dyce receives phone call] Hey how are you, can you hear me?
Female:	Good you doing okay.
Dyce:	Yeah I'm doing okay, I'm just in the middle of something.
Female:	Huh?
Dyce:	Yeah I'm in the middle of a meeting.
Female:	_____?
Dyce:	No not yet, not yet.
Female:	Yeah so _____.
Dyce:	Oh my gosh. Alright.
Female:	And they already know about the _____.
Dyce:	Okay alright let me give you a call a little bit later.
Female:	Okay.
Dyce:	Alright, bye.
Puchalski:	_____ Dallas _____ United States _____ age of planned retirement, not really _____ I don't think any of us are planning on retiring anytime soon, but interesting _____ filing plan do you see the next three years, I don't think that's important here. Then we have a lot of questions you know about increasing patient volume. The only thing I'll point out is the third item there, is it priority for my practice to increase patient volumes, is the highest _____ at 54.5%. So it seems as if people _____ to grow. Growing growing is important particularly since the _____. Your opinions, nothing necessarily there. Six year trend _____. Salaries - so I think the thing to point out I think we should be proud of is that the practice you know we work hard, and we take _____ and _____ too, and we spend good amount of weeks in the year working and that's good and we kind of _____. I think the one outlier compared to all of these you know outside of the increase in the number of hospitals _____ is a good thing, that's reimbursement and so we can kind of compare what our reimbursement is. We're talking about 1.558, 1.558, 716, 17,000 whatever that might be _____. So when you look at what the average is for the region, you look at say _____ _____ that might be numbers 41, 41 _____ the highest survey has and we've got ranges from 402, which is MGMA survey, so 75 percentile is 402991 to 481 in the southern region and 151. So the good news there is that _____ that's the 70 good percentile when we look at these numbers. _____ guys with _____ doing a great job _____. _____ this economy has been down but we've managed to grow this practice, we've managed to grow with patient _____, we've managed to grow in profitability, we've managed to grow in efficiency, we've managed to grow in services offered and that's a good thing.
???	Do you think most of these guys report their salary as _____ or their salary plus their _____ distributions like _____
Puchalski:	Total tally.
???	Is that how we report that?
Puchalski:	Yeah so
???	Inaudible
Puchalski:	Total physician compensation and production survey is _____ same thing -- total physician compensation. So everything put together _____. You know you think those rates are reasonable as far as _____ to 41?

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???	Yeah I think so.
????	_____ larger.
Puchalski:	I think -- I think we're doing well there, but I thought that'd be an interesting exercise for the end of the year. Did anyone have any other questions for _____ as far as taxes or anything else? Obviously we're gonna try to get this tax return done as soon as we can. Once the corporate return is done _____ clear the way for private taxes. Dr. Dyce here _____ Austin is your personal accountant as well, but I believe the two of you guys _____ _____ good. So we've got to make sure that we give Dr. _____ independent information for his own.
???	My wife just still does them _____ is what she does, I just need to fix that one thing. It's pretty simple.
???	No problem.
Puchalski:	Absolutely, I think _____ deal.
?????	I know I talk to her. She came in to visit me.
???	I know _____ what I like about it she understands.
????	Yeah she does. Taxes are -- I just don't know much about it -- but once you file the whole tax for the practice you typically _____ typically square or is it the fact that she was gonna write a big check at the end of the year?
Austin:	For what you owe personally?
????	No no no just as a practice corporate
Austin:	Practice _____ doesn't pay any taxes.
????	Oh really? Okay.
Austin:	It all flows through and wants on your return is your share and wants on his return is
????	Oh so it shows a zero percent
Austin:	Zero tax at the corporate level. Pay a license fee once a year to the state for privy to upgrading as a corporation in our state but you don't pay any taxes. That's corporation.
????	I see, interesting.
Austin:	I have one question before I leave.
Puchalski:	Sure.
Austin:	I sat up the other night and watched the vote on health care bill to midnight. And everyone of those guys to me made a jack ass out of themselves but they came to the best likely
????	_____ best TV
Austin:	and the things they said and I was embarrassed that they were our congress. But in general are the doctors for or against that health care bill?
Puchalski:	I'll tell you the majority of the _____ I'm seeing from myself and you guys are against it.
Austin:	I hadn't met anybody for it. I don't know why they passed it. But I truthfully have been against it from the day it started, for a lot of reasons. When I saw today there in that building that they gone put a tax on unearned income for taxpayers make over $250,000 like the social security tax is _____, that's gone be enormous, that's gone be enormous. And I didn't know that until today.
????	So _____ take away _____ social security cap?
Austin:	Social security cap ain't gone help this. This is gone be a separate taxs
Puchalski:	Unearned.
Austin:	On unearned income, dividends, interests, rents, whatever. For people's whose AGI up to $250,000.
???	Aren't they gonna put a 5% ser tax on $500,000 or more also?
Austin:	I hadn't seen all the details. I get a service everyday, and I look at it every morning when I come in at 6:30, the first thing I do is pull up that service and read the headlines. This

	morning when I saw -- I mean I've had some people call me and say they gone put social security and Medicare tax on unearned income. I said no they're not. They say yeah they are, it's _____. Well now I know what they're talking about. They don't call it social security benefit tax, it's just gonna be a tax equal to that on unearned income. That's crazy. _____ dictatorship in this country before it's over with and then they'll -- people will rise up and do something bad. I saw on the news today that a Republican is saying "get rid of all them, when the elections up, we'll fix it, we'll correct it."
Puchalski:	_____ too crafty for that _____. What they did is they put an all -- all the apple pie and momma provisions to start _____.
Austin:	Yeah well 95% of the people in America are under the $250,000 and they want the government to do everything they can for them, so they're not gonna want _____, that's the problem. Only 5% of the people in America have $250,000 of income. But I haven't seen any doctors or any professional people that I run into that are for that health care bill. And yet
????	Inaudible.
Austin:	Huh?
????	I think it's there I don't think it will ever _____.
Austin:	You don't think it will?
????	No.
Austin:	Well I -- the reconciliation bill is the next thing for us to see what they do and that might be a bloody battle.
Puchalski:	_____ that starts today.
Austin:	Huh?
Puchalski:	They started the senate today _____ started the senate today yeah so, we'll see what happens in the news.
Austin:	Well okay.
Puchalski:	Anyone else have any questions for Austin? Thank you Austin.
Austin:	It's been my pleasure.
Female:	Thanks for _____. Make it easy on me.
?????	_____ tax.
Puchalski:	I handed them to Austin -- this is his busiest time and he made _____ time afterwards.
Austin:	I'm going home, I haven't been today and I didn't get a lunch break. I started at 6:30 this morning _____.
Puchalski:	You went to lunch didn't ya?
Austin:	No. No I had _____ straight through. I had a lunch break already. But _____ Friday afternoon late lawyers called me from Georgetown telling me to be in court Monday. So I had to be in court Monday to counsel lawyers _____. The only vacancy I still had for lunch hour so I filled all those in _____. It's about over. We don't have much longer.
Dyce:	Thank you Austin.
Puchalski:	That was good. Anyone else have anything. Thoughts. I didn't get a chance to call you yet, but I want to meet with you on Thursday and just kind of go through anything else _____ been any _____, at all. _____ go a chance to meet last week _____ so _____ terms of _____. _____. Okay great. Well good I want to talk to you about a couple of things. Can I ask you _____ please?
Dyce:	Sure, alright take care. Hey how are you? Take care.

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	Actually _____ also.
	Really?
	14 year old.
	Really.
	_____ could be a low grade _____. The nerve was very, it was wrapped around the _____. [phone ringing] [phone ringing] [phone ringing]
	_____ weeks ago. Oh it was a big tumor. _____ pushing the nerve up.
	Hey, how are you? Thanks for sticking around.
	___ a lot too.
	Okay. Okay.
	You are?
	What?
	How about those scores on those things? _____ I don't know. _____ step it up a little bit.
	You're doing just fine.
Woman	I think we really need to _____.
	Everyone at Columbia, at least I know in Columbia and Camden I know loves you.
	No, no, no. I know, but it's just _____ .
Woman	You have to take it into consideration how many responses we get too. If it's more we've got to get _____. So I've got to tell a great, quick story before Dr. Pete comes back in here about New Year's Eve. Remember we were talking about New Year's Eve _____ Charlotte? And we went to this place called the _____ an American saloon, I guess they're all over. We went there last year, but it was a Vegas theme.
	In City Center?
Woman	At Epicenter?
	Epicenter.
Woman	Yeah. You got a poker chip with your ticket, your entrance ticket. So during the night this guy walked up and said you want to trade poker chips, and sure I do. So he gave me his chip. After midnight, they said okay, we have twelve lucky chips out there. Of course I had one of the twelve lucky chips to win the trip to Vegas. Got down to me and this guy. There's like 600, 700 people in there.
	You and the guy you traded with?
Woman	No, no no. Just some guy. It was some guy. It was 10 guys and 2 girls. I swear we

	were the oldest couple there.
	I'm sorry. I spoke quickly and I ate quickly. We'll get you out of here. It's okay ____ who we have on a handout we can _____.
Woman	_____ you did?
	[lots of cracky, noisy background sounds that are distorting the speakers]
	_____ take one tablet [?]_____
Puchalski	We don't have December totally closed out yet, so _____ October and November. Um, but if you look at October and November, December's more _____ But if we look at October, _____ see revenues up at top, so that's patient _____ revenues and then _____ and then you see expenses, down below expenses of course, broken down into payroll _____ that includes ____ pay that goes out to us, um and then administrative expenses, which for October was 222 and for November it was 188. So, [buzz] _____ call back _____ the trick is always make sure _____ [buzzing] between the aggregate payroll and the lower amount for administrative expenses. So that's the break up _____
	[more buzzing]
Orville ?	Explain to me how Somnus works. Are we paying Somnus? I thought we were Somnus.
Puchalski	No we're paying Somnus.
Orville	So who is Somnus?
Puchalski	Somnus is now is the _____ has _____ upset _____ and similar to what SCENT Landholdings is and similar to what SCENT _____Holdings is if it continues to exist, because we're having a little bit of a challenge with that _____ work. We only have _____SCENT Landholdings. And it is becoming very difficult to track _____. [long pause]
Orville	When you say rent, this rent for…the um not equipment, right, just rent of space, office space. Such as Lougolf and TME.
Puchalski	$31,000 each month to Lougolf TME plus what we have to pay SCENT Landholdings for property and in Columbia and _____ and I'm sorry in _____ Very small. _____ Good question.
?	So the somnus, comes Lou pays somnus the practice pays Somnus _____?
Puchalski	The practice pays somnus so there _____ and _____ the practice.
?	And you guys are sharing the somnus fees right now _____
Puchalski	_____ Somnus
?	_____
Puchalski	_____Somnus _____ statue of Somnus _____ _____ SCENT landholdings.

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Orville	So we get _____ of the shareholder?
Puchalski	SCENT is a shareholder _____ SCENT first _____ shares in SCENT Landholdings _____ SCENT Landholdings actually your spouse that _____ share _____ 50% shares _____ SCENT Landholdings _____ investors _____ [laughter] _____ because you know I think that you know if we have questions or we have issues _____ thanks so much for being here after hours _____ please _____
Woman/women	_____
Puchalski	Let me give you a little update on our Hartsfield investment so um, as it stands now, we've got looks like it's going to be anywhere or a 10 or 15,000 dollar distribution. _____ entire quarter _____ of course we didn't gbuy in until 2 months I'm sorry 1 month into the quarter so we can expect about 2/3 of that. So probably anywhere between 6700 dollars and $10,000 _____ we'll know tomorrow during this meeting. It's the prerogative of the hospital board _____ the amount ___ first time that they're setting the amount, they're setting ____ off of a number _____ and in future board meetings I'll be at that meeting so we will be able to get some input into that. I expect _____ distribution _____ _____ but the important thing is that we need to find out whether _____ need to make sure that that covers the payment that we're paying on the note that we have. _____ so we'll just have to see how it goes. The one thing that I'll say is if you'll look at just general parameters on this investment, if you look at our out patient visits. This is January 2010 compared to the year before, we're looking at a total of over a thousand more in patients projected for this month compared to the same year last year. And a little bit lower on some things like CT and MRI. Obviously some of those CTs are _____ surgical _____ about flat so we'll see that, but overall very robust numbers coming up at the Hartsfield hospital _____ so business is going to prove to be a very good investment _____ looking forward. We'll see _____. And um, Schedule you gotta yack at this. There's still too many variables in this to try to get anything _____ed. There's the OR variable _____ _____ and then there's little bit of variable that we have with Dr. Paul who who has a little concern about having to be here on a Wednesday morning for our meetings and then to go ahead and have to be here on Thursday afternoon, although she recognizes that we had agreed to that in the contract she just, I guess didn't recognize that that _____ [buzzing] contract does say _____ [buzzing] after hours, two hours _____ and so essentially what you did _____ recognizes that was the way it is use _____ to kind of get _____ space and so _____. _____ _____ We'll have to work with that variable and _____ Does anyone have any comments to the schedule since our last _____?
?	_____ haven't really seen. _____ email to me?
Puchalski	_____
?	Dr. Paul's off on Wednesdays? _____ understanding was _____
Puchalski	Well, she knew about the meeting _____ now she

	_____ context of having something _____ go away for a couple of nights um in the middle of the week and do regularly and so we gotta go ahead and accommodate her _____ things that we can do and _____ [buzzing] kind of _____ obviously we want her to be able to _____ [buzzing] make impact there. Frankly, I I like to have her there on Thursday afternoon becausc it provides for 3 _____ together, but it also provides _____ coverage during a time when _____ is running back and forth to clinic _____ and so any _____ that she has there on Thursday afternoon would be helpful because of the _____ essentially _____ obligation _____ you have _____. So, I think she recognizes that and she recognizes _____ witnessed it first hand, but we'll just have to work through some of those, so _____.
Orville	I, I think my administrative _____ to be gone. I mean most of my at least 50% of my Thursdays are now _____ cosmetics.
Puchalski	
?	I'm just having a hard time getting my activities of daily practice _____. But whatever.
	So this _____ more and more time, right?
	Not really, I mean, I'm going to be _____ could be a little bettcr, but still be seeing cosmetic patients all afternoons on Thursdays and then in my mornings, when I do operations and hair _____
Puchalski?	[buzzing] _____ obligations.
Orville?	_____ what I was saying is I'll actually _____ work at least _____ even though I 've had Quote the most free time. My administrative day usually or at least I mean for example, November and December I can go 6 out of 7 Thursday mornings, operations and hair transplant patients _____ because _____ I'm okay _____ _____ lot of variables _____
Puchalski	_____ try to get _____ honest_____ sure and very much appreciatc the fact that there are a lot of _____ parts here, not only from the perspective of us [buzzing] _____
?	When's your, when's your _____ in admin times? I'm just quest... I mean it looks like my afternoon here on Tuesday was one of the most saturated but it's gone now. Is Dyce going to take that one? _____
Puchalski	_____ this proposal ...
?	In this proposal, okay.
Puchalski	He would move _____ clinic to Tuesday.
?	Tucsday afternoon?
Puchalski	Tuesday _____ has afternoon. Um and he would do cases on a key-R-N basis, so in the open room at Kershaw Health but this still means that a couple of variables have to go into place for this to work.

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?	I was just thinking that Tuesday p.m. _____ it's going to be changed here.
Orville?	I _____ Tuesday a.m.
?	Hm?
Orville?	I work _____ _____ one Wednesday a week ____ people from Columbia, _____ Tuesday morning and Wednesday, I don't know, I could _____ I'm worried about people getting in to see…
?	_____ 'cause I was thinking about just the reason for going to Hartsfield I'm okay with changing things for the better, but it was to concentrate the Medicaid and _____ but seems like I see an awful lot of red ink _____ in the center. Is there, is my numbers, do you think there's a purely 100% mix there in Hartsfield?
	_____ numbers…
	Right, but you know, I just…
Puchalski	_____ pay ___ makes overall for the month of November with Medicaid 27%. Okay. And you've got _____ he has the lowest Medicaid…
?	But that's overall. What about _____ specifically in you know that market there? _____ there _____
Puchalski	T&E? TME? Has the smallest amount of Medicaid _____ so we have more Medicaid…
?	_____ overall or or ?
Puchalski	Overall.
?	Yeah, I'm looking, I guess I'm saying specifically _____ on _____ because I see a lot of kids and most of them I can tell you are not Blue Cross Blue Shield, but and so _____ reason to go somewhere else _____ that I mean if there's like a 20% difference _____…
Puchalski	Yeah, the difference between T&E's 27% Medicaid ____ Hartsfield's __% Medicaid…
?	That's overall but _____…
Puchalski	_____ but it's going to be concentrated in _____ notice that?
?	Right.
Puchalski	You're going to be, you're going to be _____ Medicaid…
?	Right. And I'm saying I feel like I am the Medicaid, which is fine with me, already Columbia, so is it is it more Medicaid there?
Puchalski	The capacity is okay. _____
?	Okay. _____
Puchalski	_____ we can make it bigger _____ gross far more for the practice in Hartsfield that we can _____ lower Medicaid population

	_____already out there for a good chunk of time.
?	
Puchalski	The other challenge we have is that you have an issue with OR there and so it's not _____ that we should _____ OR time _____ decrease in your clinic time _____ ratio is what I'm using to try to determine the appropriate amount of OR time ____ now what we've found when we look at this is there are differences in OR utilization based on number of patients seen between us. And there probably function at what we actually do and _____ practice matters. But you two have the highest number of cases per patients _____ you know, and I think it's a function in your case of ____ just you know _____ what you do in the OR I think, you know, but you have a higher amount of _____. So you've gotta take to account. And so, _____ in terms of saturation in OR is you know I understand there are a lot of variables that ____ operating room _____ operating and everything else, but I think if you look at OR _____ um there's a difference there between, you know, Dr. Dyce's you know been there for a long time and uh your big issue was _____ [buzzing] _____ Columbia capacity. We are maximizing Columbia capacity almost to a max and the only thing you can do is increase it by getting a provider _____ to work with _____ Otherwise, _____ work out there every single half day plus Saturday. _____ Saturday, so I think quite frankly if you'll look at just what our overall numbers are, I mean, we're probably a little bit heavy on capacity for Columbia _____, but we need to account for more growth. That's where the growth's gonna come from and we have *thoughts?* you know that and you want us to have *thoughts?* and _____ and if we've got some thoughts on what we can do to get that busier _____ Columbia, but I think we'll be fine for _____.
	Mumbling among group.
Puchalski	_____ figure out some of these moving pieces. _____ first thing we've gotta figure out when she's going _____ and she just found out that she _____ today and so I've already put a call in to Dr. K_____ and I know of one other _____ I'm going to see if there's anything we can do to expedite _____ license and try to get her through _____ hospitals, but I'm thinking that we probably _____ at you know if we're lucky, March _____ call to her and we're probably looking at a schedule changing for a lot of people by mid-February. Probably _____ earlier we can do it _____ closer to March 1, so _____ [too much static to hear] so _____ CHC _____ SCENT so SCENT also been _____ there _____ to prepare for what's going to be a _____ suite to accommodate _____ and so _____ much better than what we were doing before. We _____ very very _____ in November _____ hurt us.
?	_____
Puchalski	_____ charges generally _____ we have a fairly predictable number that we go by or what we can expect from _____ off charges and …
?	So _____ makes payroll or something? Or it was just less than what we

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	expected as far as _____
	We never close to _____ I'm sorry.
?	That's okay. _____
Puchalski	_____ not your fault. All right. So we, generally 1.4 _____ 1.5 is good, 1.3 is just not good. And so, it was _____ the numbers that we had in November were _____, it was just a week month for us so most of the weakness was in Columbia and I can't explain it other than seems to be the earnings fell, but Hartsfield carried the month. Hartsfield carried _____ and frankly everybody _____ carried December you know, a little bit you know the end of the year stuff, but November, Hartsfield _____ it was really more Columbia than anywhere else, but _____ some of collections were 757 which we're happy with. Line of credit is currently $275,000 _____ worried about that. Line of credit is that high because we are currently applying a line of credit _____ to fund the construction prior to the closing _____ few small things like the appraisal, some other things _____ once we close $202,000 _____ but then _____ we pay _____ [too many papers being rattled/static] but I would prefer that we wait until after that to go ahead and talk about _____ okay with you _____
?	_____
Puchalski	So once we get a closing, _____ this line of credit, I think we'll be good. We've got a _____ established again so it's not like we're _____ but anyway, after this week it's going to be required _____ _____
Female	_____
Puchalski	Here's December. 4th quarter for you. _____ After being here, you were away _____ _____ As you see _____ we get paid more than Medicare _____ _____ so _____ just in your particular case, that'll be true. That's not the case for ...
Orville	This is not making sense to me. Some of the categories must be off. My Westwadry surgery _____, _____ surgery, misplaced.
Puchalski	And once again, this is not a data service. _____ produce it _____ what happened in December _____ data services _____
Orville ?	_____ make more from West wadry than I do from Hartsfield?
Puchalski	____what?
Orville?	Everything. Total.
Puchalski	_____ should have _____. Has your patient gone?

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	_____ should be much higher than that. _____
	_____ [Pulchaski and woman talking? Can't hear either of them clearly.]
	This is collections. This is under _____. This is probably _____ _____ _____
Orville	What is this?
Puchalski	Use that as a gauge for comparison. It includes everything that can be _____ for CT scans, _____
	But _____ done so this really doesn't mean a whole lot because the _____ test ____ someone else ordered it and it got done, so it doesn't mean anything.
Puchalski	It's just a measure, it's the closest that we could get ____ approximately _____ what we have right now. _____ obviously we _____ have something _____ _____
?	All right. _____ sorry _____
Puchalski	_____ what you have on the bottom _____ _____
?	_____
Puchalski	_____ so far.
?	_____
Puchalski	_____
?	Because that's the total, or…
Puchalski	_____
?	_____
Puchalski	_____
?	_____
Puchalski	_____ right now, _____ this was _____ the amount that was _____
?	Okay
Puchalski	_____ _____ so we've got 130 there, we've got _____ happen uh _____ negative _____ this goes out below this and that's _____ this.
?	
P	_____
Orville ?	This is _____ divi_____ suite _____ money?
P	_____ suite _____ [buzzing] _____

Orville ?	_____ generated prior to _____ partner. _____
Puchalski	_____ see is this _____ _____
?	_____ or is it _____
Puchalski	_____
?	_____
Puchalski	_____ $40,000 _____, $25,000 ?
Orville	Right. Right. I'm just curious, I'm just yeah. That um that to exceed the accounts receivable. Right?
Puchalski	Right.
Orville	
Puchalski	_____ this exceeds this. This _____ this _____. In proportion. _____ money it is _____ is not _____'s money _____ partner. This money is coming out of the practice and should be applied toward _____ but instead it is going to offset this amount. This is the practice owes the previous owners this.
	I think I do.
Puchalski	And so, _____ think about it this way. Let's say we did it a different way. If we just _____ ...
Orville	_____ got it, yeah, okay.
Puchalski	Started drawing this out of general account right now, to the previous owners, we'd be hurting our bank account. _____ so what we're basically doing is just offsetting this _____ balance.
Orville	Right. Right. It's just that, this is almost _____ I'm just trying to take a look at this the accounts receivables the 3 of us are _____ before ___ came on board _____ look at that, but that _____ divided by 3, or that divided by 3 or whatever. Okay. _____ how it all works out.
Puchalski	_____basically. Same way _____ _____ same way works _____ Yours hasn't changed at all _____ you're a little bit, you should be _____ and you should be _____ what's going on and we'll talk soon. _____ tell you _____ gotta get some things worked out _____ so _____ 171,000 short _____ okay _____ we have what we need to _____ finance _____
Orville	_____ divided by 3
Puchalski	_____ always be triple _____
Orville	Do you know what I'm saying?
Puchalski	_____
Orville	Right right right because we just tripled it. You can triple it or you can do it by a third, by a third.

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Puchalski	_____ some 170 1 which includes
Orville	171, I'm just trying to _____ actual dollars 171 divided by 3 would be about 57 [buzzing] _____ triple _____ triple _____ numbers, right?
Puchalski	_____
Orville	_____ residual _____AR _____ debt?
Puchalski	AR _____ I think what you're referring to _____ triple _____ third of this _____ what I'm saying? We can't have _____ 200,000 dollar _____. We can't divide that _____ _____ third _____
Orville	Well, I know, but the_____ the thing is you tripled my, it, it it's, everything's a third.
Puchalski	What?
Orville	_____ you just had to keep it like this. A third of the 3 _____
Puchalski	Just a third of all this
Orville	_____ so 392 plus that extra 40 of AR? I'm still accumulating _____ debt?
Puchalski	Very small _____ [buzzing] _____
Orville	Almost! Almost. Year and a half _____
Woman	_____
?	_____
?	How long _____ cut off the _____ at some point? _____
Woman	_____ January February _____
Puchalski	_____
Orville	It's very, because we triple, it's just hard for me to follow, I'll be hones with you, just a little bit harder _____ 57,000 actual _____ plus_____ I don't get this AR amount. Is that, is that another $40,000 I have to cover?
Puchalski	That's $40,000 _____ _____ wouldn't worry about that _____ thing is that _____
Orville	But what is the date we're looking at, end of December, end of January?
Puchalski	_____ nothing to do with _____ or any of those _____
?	Sounds like _____ I'm just curious because _____
Puchalski	Because once he got _____ this point, _____ process _____ _____ practice has the where with all to tr_____ to cross to cross the threshold.
	Okay
Puchalski	That's the important thing _____

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Orville	Okay.
Puchalski	So. _____ working toward it with the same passion _____ me out _____
?	Okay
Puchalski	_____ [buzzin] _____ see if _____ concerning _____ increase _____ practice _____ so it's _____ we have and we're not going to have the same issue _____ _____ Paul _____ trying to get _____ prepared to do whatever it takes to try to _____ similar 2650_____ goal kind of _____ to see and _____ _____ but if you were to ask _____ go ahead and maintain _____ _____ _____
Orville	Oh, _____ _____ never ends doesn't it.
Puchalski	_____ crazy _____
Orville	I'm not going to go, _____ that was meant as a humorous comment…
Puchalski	_____
Orville	…situation that exists always, it's not like it's a new problem, it's a …
Puchalski	We're going to be_____ um, I think _____ _____ SCENT _____ no longer using the lab _____ _____
Orville	Uh, he's going to _____
Puchalski	He's going to find out _____ practice _____ [banging/clanging???]
Orville	_____
Puchalski	Anything else guys?
?	No.
Woman	This is December.
?	Can't be December. [buzzing]
	_____ labels
Woman	_____
	_____
	Yeah, this is November's
Woman	_____
Orville	I got a meeting _____ heading _____
?	I love this.

several talking at once.	Absolutely. _____ _____ all right. I may be delayed. _____ _____ I will, I will. All right. _____ guys. I will. _____ listen. _____ Take care.
	_____
Woman	I _____ you too by the way.
	Ah yeah, I _____ you. [several laughing]
Puchalski	You got a few minutes?
Orville	What's up?
Puchalski	Um, but _____ so here's what _____ we have _____ saying that you should be the one that leaves the _____. We know who those people are.
Orville	_____?
Puchalski	Yes. Because _____ relation. And it just so happens _____ utilization however over the last _____ fair to say well he's _____ obviously
Orville	After I left?
Puchalski	_____ _____ the other guys actually _____ whatchamacallit
Orville	_____ Because he's _____
Puchalski	He's he's not So um, here's the plan, _____ plans _____ about this _____ think the best thing to do is _____ pull away Tuesday and Friday _____ extr____ then they're going to bring they're going to bring tomorrow _____ tomorrow A___ s put on the agenda _____ is going to introduce it and I think you should speak to it, but it's basically we put it in the context of _____ what I'm asking you to do, and so let _____ and let, what we're going to do _____ and basically say why they should go ahead and _____ and extra CR _____ to make _____ so going to p_____ room, make_____ room, that'll leave you and _____, right? Then _____ 4th _____ off the CRNA , get financial approval tomorrow. You gotta _____ yourself. It looks the best if you do that. And so I'll be in there, so _____ I don't have to refuse myself _____ but if you do that, then I'll be able to speak to and I've got all your numbers and forms but I _____ bring it up and just say well, listen here's what we've got going on uh, we try to go ahead and make _____ operating room, this and this, but on Monday we have an opportunity to get you know _____ requesting a CRNA and it's going to cost us this much money and then have to _____ just say well this is what I'd like to right now _____ 38 cases, use a higher number because 40, 42 cases over the last 6 month and currently using average 42 cases _____ Kershaw Health, got a very busy Tuesday there.
Orville	Now you told me this was before

Puchalski	Sorry
Orville	Already told me there was 54 today.
Puchalski	_____ told you there were 54 cases to date.
Orville	_____ Kershaw last month.
Puchalski	Well last month we should have a lower month the month before.
Orville	When I was on vacation, yeah.
Puchalski	Yeah, so _____
Orville	_____ just came walking through the _____
Puchalski	What did he say?
Orville	No he didn't say anything.
Puchalski	_____
Orville	No, I just said hey _____ . He's like hey. He's like hey you. He just, just get it. Pretty much _____ hey you're the top _____ Why.
Puchalski	Because he's scratching around about this _____ and you're pulling it out _____. He's asked about _____ FC.
Orville	Well, that's...
Puchalski	... asking about the FC over and over and pushing the FC.
Orville	Well, what I said to him was I said um I was like um yeah, he said you're the top one and I was like, yeah, you know, he'd come in number 2, always want to be the number 1. _____ always feel bad if I'm not number 1 that's as far as the volume. I just left it at that.
Puchalski.	Okay. He's putting pressure on, obviously _____ he's going to keep putting pressure on us, but just be wary because he he he senses this and I think that we have to _____ [lock down] the FC before we change the schedule ideally, if we can. If it's possible. Because then you're locked in with Rick Laws. It doesn't require you _____ certain _____. Maybe _____.
Orville	All right.
Puchalski	_____ then afterwards, I'll speak to him more from the _____. Then you should be able _____ yesterday _____
Orville	So I'm gonna ask for—sorry—extra CRM Mondays?
Puchalski	Yes. He's getting pulled. _____ then say well, you know how that _____ on a committee is the request that I'm making. But, I might consider _____ my patients if I have to get an actual room on Monday then be able to accommodate all the _____ that I have. And then leave it at that. I'll take it from there if you say that.
Orville	Okay.
Puchalski	You feel comfortable with that?
Orville	Yeah, I feel comfortable with that. That's definitely going to go back to Donnie tell

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	him I said that. _____ I don't know. I feel like they talked—that's fine.
Puchalski	_____. I don't know. The _____ do that _____ doctor can talk.
Orville	All the doctors can talk, _____ will talk.
Puchalski	Do you just want to go ahead and say--
Orville	Berks can definitely talk. Berks will probably be the only one against it. Tom--
Puchalski	_____.
Orville	Okay. All right. I can say it. Just recuse myself a little.
Puchalski	Just _____.
Orville	Definitely. _____ myself.
Puchalski	Yes. I'm doing the same thing next month.
Orville	All right.
Puchalski	I'm going to do the opposite though, the same things. I _____ first patient _____ you _____. But I think this pattern could work _____ for us. It's already been—the _____ the day rate so I figure this be the _____ once _____. That's what _____. Tuesday could work out for _____ Terry who's thinking about it be willing to go ahead and move until 9:00, starting _____ two rooms starting at 7:00 or 7:30, keep going until 9:00 and go over to clinic and start _____.
Orville	Okay.
Puchalski	_____ as far as _____. We have three _____. The first one is going to be made in _____. The second one is going to be _____. The third one we _____ something through for a _____. So we're gonna _____. _____ recruit by the board. _____ huge deal to make it through _____. So, I want to talk to you about that approval for the Hartsville _____. Do you have any concerns or something else that I can for the _____?
Orville	No, I called the—I got the stuff actually on Monday. And then I faxed it to Bruce right away. And I kind of looked at it and looked through it. And, he _____ said just don't do anything just yet. I'm still looking at it. That's all he said _____ email. He didn't say anything _____ on that.
Puchalski	Well, when he presents you the issue and then you tell me if there's anything else that you think we could have done. I would like to present to the Finance Committee why they would make more money by doing what they do cause that's what all the questions _____. _____ with us would be the same as they have with _____. In other words, if we doing cases _____ sleep studies _____ in our own place and we have a lab set up and we say this is the capacity that we have. This is what we do _____ have there. We're doing studies there. And this is what we're doing in our lab. If we combine forces in our performa, this is what _____ with your support. The _____ says what do you do if you continue to go on as you are with the current company? Are you much

	stronger? Are you_____ you paying _____.
Orville	No. Okay.
Puchalski	And so we can't do it unless that guy _____. So, without any pressure, do you know what point in the process Bruce will feel comfortable _____.
Orville	Well the only time I really get a chance is to talk to Bruce in the evenings. And I call after hours or I email him. So I can email him again tonight and say, you know, we have kind of a time line on _____. I think Ed sent him a whole bunch of stuff probably even more than what he'd asked for. And he just started reviewing it last week. So I think that all is tying into why he's taking so long.
Puchalski	I _____ sent him, but Ed should have sent him the contracts. _____
Orville	So you said Ed sent him a bunch of stuff. He said a bunch of the contracts probably some of the ones we already had and some other ones. So, Ed's he just, you know, yeah, I hate it too because it's just more money. But, so I'm trying to get him _____ but he's not yet.
Puchalski	_____ as to which contract--
Orville	He hasn't sent emails or anything yet. He's not said—he's just going through--
Puchalski	_____
Orville	He does.
Puchalski	The one I sent you on this day is the one _____
Orville	You can speak to Ed, but I think Ed is actually in contact with him. Cause Ed sent some email and some stuff.
Puchalski	Okay.
Orville	. . . . with the documents.
Puchalski	I haven't—okay. We will do that then. And then if he feels comfortable with that do you _____? _____
Orville	I mean if I take time off it doesn't change how quickly Bruce _____. I mean, how about when Bruce tells me "Hey, I want to meet with ya." Then I'll request any time off that I need to do this. Probably then just say let's set just set—cause I could say what about two days and he's not ready. Then I just wasted a day. So--
Puchalski	Obviously, some _____ can leave. Can ya plan a day, is there a week from now where we _____ your schedule and do something to it so you'll have a couple of hours. Hoping that that's the time that Bruce would work, you know, put a word in for Bruce so you could talk to him during the day about _____?
Orville	Why don't I email him today and say hey Bruce do you have a day when we can sit down and talk about some of this stuff. And then we set up that day that he'll have a day that he'll have a deadline and I'll have a deadline rather than just open ended _____.
Puchalski	Any indication about how long the time _____?
Orville	No, he's not a real talkative guy. He's just kind of remains quiet a lot. He didn't say—he didn't—just looking through the stuff. The only thing is like he said "I have the stuff. It's a lot of it that Ed sent to me." But it sounds like it was more than what he

	requested from Ed. And I'm gonna go through it.
Puchalski	Okay. Uhmmm
Orville	I don't know what Ed sent. You can ask Ed what he sent him. I don't know what he sent.
Puchalski	_____ case but do you think it's gonna be helpful _____?
Orville	It doesn't matter to me. I mean just for your own _____ just to kind of get a sense of how much--
Puchalski	I will try to see what I can do.
Orville	. . . to expedite. I don't--
Puchalski	_____ down _____ with all due respect to him, I don't _____ why he's taking on _____ $40,000 _____ payments _____ any contracts unless—there might be a reason obviously. It'll be saying I want you to get out of here. I want you to _____ otherwise I can't see a reason why, you know, that holding that up would make a difference. But maybe he's sees a reason _____.
Orville	I gonna talk to him.
Puchalski	Fair enough. I want something just so we can kind of keep moving things.
Orville	Okay. I'll try to set a deadline so.
Puchalski	Can I give you some other things that are coming down the road that we're gonna need expenses for that you might _____.
Orville	Sure.
Puchalski	_____ as best as I can?
Orville	Sure. And I can include in the email.
Puchalski	So--
Orville	Let me writ it down.
Puchalski	_____. But what happened _____ and/or _____ I'll have the _____.
Orville	So that's what that discussion was about earlier.
Puchalski	Which discussion?
Orville	When you said you wanted to modify the building plans to a lab.
Puchalski	Yes. Odie, in the future what I want to do is this, I want there to be four _____ once a month. _____ to be you and me and then you and me and Chad. Of course we'll have executive session after this. But we'll have to _____. And during that _____, we can go through finances and strategy and try to get them through this. Obviously, we' not going to be able to go through any more Wednesday morning. And that's the other things, when you power down _____ find they're important how valuable _____ Wednesday morning. Maybe we'll have a monthly board meeting _____ and providers. So we would the third Thursday be provider. And

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	the third Tuesday be _____.
Orville	Ah, okay. Go ahead.
Puchalski	The third Thursday, if we had the third Thursday go providers, third Tuesday with providers, then we could say the first week of the month, we did board meeting. _____ pushes how committed are we to _____?
Orville	I think there's value in the Wednesday morning meeting.
Puchalski	You realize that a Wednesday you're not going to be able to make _____ unless you drive over and drive back.
Orville	I remember we changed Wednesday from Monday because I was in boot camp.
Puchalski	So _____ to Tuesday morning?
Orville	That's Tuesday morning.
Puchalski	_____ here and we schedule _____?
Orville	Yeah, I can look at it. I mean—it doesn't matter what day it is. I think there is some value to it—I don't know if it's enough value to continue it.
Puchalski	_____ if we get that. And she's going to have a little bit of an issue with it.
Orville	All right. _____
Puchalski	_____ meeting on Tuesday. _____ the OR now. _____ come before the OR _____.
Orville	The next meeting is once a week? Once a month?
Puchalski	The board meeting is a different _____. What I'm suggesting is can we do something by phone conference? or something _____ suggest to talk about minor politics _____ financial and talk about _____? Think about that _____ with that.
Orville	Okay.
Puchalski	. . . cause _____.
Orville	Okay.
Puchalski	There's no good solution. You put it on Tuesday _____. You put it on Wednesday, it's _____.
Orville	Or vice versa.
Puchalski	_____ Friday it could be worse for more people _____.
Orville	Okay.
Puchalski	You're the next guy _____ Tuesdays _____. So, as we get larger, it's going to be harder and harder to do that. And so I want to do a phone conference or something _____. We get together on Tuesday.
Orville	Okay.
Puchalski	Tuesday works for you, we'll do Tuesday. And it's going to be a little inconvenient for

	_____ but he's gonna have to drive from there to here and then back _____. The _____
Orville	Okay.
Puchalski	_____. Here's what I want to do with this so you'll know. This is the space _____.
Orville	Is this building already there?
Puchalski	Yes, it is. And so, I think that we need to put to that lab that we can _____. I think we need to put a _____.
Orville	I'm sorry it sounds like this one.
Puchalski	Two _____ we have a plan in the building we're building it. Take out two offices that are currently doctors' offices on the second floor of the new building and _____. This will be _____ and so I want to execute that.
Orville	Okay.
Puchalski	What that will do is give us the opportunity for control _____. We're gonna put a shower in. It's gonna be a bigger bathroom just like the one in Hartsville. We're just gonna elect to put a shower in instead of like we did in Hartsville and basically allow us to go in and put a _____. Once again, if we have equipment in there and we're seeing patients _____ grand opening _____. Then, all of a sudden things are looking much, much better because what you're selling is three 2-bedroom house to join one _____ as opposed to _____. So the _____ I'm putting together is you put a _____ you buy our lab or you go ahead _____. You buy our lab before you pay _____ fee. _____. Right now all we're showing performa is _____ but we've got two _____ here as _____ Hartsville. It's gonna be a lot easier _____ and say _____ and the building _____. And so by July we can have six _____ of labs that we own on this side of our practice. And then we say _____. We'll close down our _____ office. We'll expand this one to four beds. We'll keep the one that we have in Camden in the pediatric lab and market _____. And what you're getting is six beds to join your four. _____. That's gonna be $40,000 _____. Everything else is under the _____ for those two things.
Orville	Okay. That's like 40—160,000.
Puchalski	One twenty.
Orville	I thought it was two 2_____.
Puchalski	Yes, but _____ you're right. So _____ per lab per bed is $40,000 for two beds.
Orville	Oh, okay. I see. I see what you're saying.

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Puchalski	So it will be—I need one twenty because _____.
Orville	Okay.
Puchalski	That's what _____.
Orville	Okay.
Puchalski	So Hartsfield _____. We're just making payments on this, it's not like the money's going out there in a lump sum. We're just making payments out like we did _____. It's gonna be a lot of work developing _____. But if we can develop these labs, I think that'll be the _____. All of a sudden we're negotiating _____ strength. We'll talking any board member sees a performa like this. _____ $950,000. In year one, they're gonna make $1.3 million. Why _____ and then _____ two labs, the Columbia lab and this represents the numbers that we would have--
Orville	We would have Camden take over the Columbia and this lab?
Puchalski	Yes.
Orville	Oh, that's what I was _____.
Puchalski	_____ said no to this
Orville	Okay.
Puchalski	We have TNE _____ partners per forma we had everything there. He said no. _____
Orville	Okay
Puchalski	And so if doing that would solve _____ I promise _____ _____.
Orville	_____ how many _____
Puchalski	Yeah, we get 24 of our own _____ and _____ actually a little more than that. So we'll be able to get _____ _____
Orville	What does that look like for us, that's the hospital's _____
Puchalski	_____ $90,000 _____ us _____ expenses _____ so we pay off the expenses _____ _____ this essentially will be treated as _____ money that goes in _____ allows for that _____ we're not going to have _____ over _____ Hartsfield and the reason is that we, if we go to those doctors _____ we ask for a number that's greater than what they're paying _____ currently, then _____ The best thing we can offer them is we want the same amount of money that you're paying for those guys but we're going to offer you _____ that we have in our office. We're not going to do that anymore. We'll just do Medicaid/Medicare there. That'll work. And I know it seems _____. You might say what are we going to use that space for, you know, we're going to have to spend _____ because if we do 40 and 40 down,

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	_____then _____ Hartsfield then we just take the equipment from Hartsfield and put it over _____. So we're good. So we're good. So we should be able to get away with just 80.
Orville	_____ management agreement on their lab without without taking any space _____ office _____ lab _____. I thought some how it would be their revenue _____ but I guess its in our office so they couldn't do that.
Puchalski	We can't do that. It's gotta be simplified. So basically what we're doing I guess is really just a way to show that we can do it and…
Orville	What were you saying this arrangement _____? Not like an ITO, or TOF or something or _____ MSA?
Puchalski	I didn't say _____ Do you have questions about how this works?
Orville	_____ works?
Puchalski	How the MSA works or how this is going to work.
Orville	Um, I _____ an idea, but _____
Puchalski	So basically all they're doing when you look at the fair market value analysis it's the same thing happened before obviously _____ but when you do the fair market value analysis, all they're doing when they go through this is they're saying okay what things are you going to be spending on. _____ the money _____ because _____ 27 ftd/fte _____ board certified _____ doctor.
Orville	Okay
Puchalski	That's basically it, so instead of managing a lab like Sleep Aleve [?] does, or Sleep Works does, we're managing a program. What _____ went to Kershaw Health and you said …
Orville	Oh, so like, okay.
Puchalski	…or what percentage of your _____ are _____ _____ before and after and _____ just doing the _____ _____ and so what we're offering is an entire _____ and so we're going to say _____ piece of this DNE compliance _____ afterwards, the actual diagnostic study, create post visits _____ in the end we're going to be able to show _____ pediatrics it's going to be _____ 100 times over, but we're going to have all these things that they're furnishing us from what the other labs are. Um and it's going to be a program and so you're paying us a management fee to manage this program. In the case of Kershaw Health, its from turning it from you managing as just a lab to us managing it as a program, a sector in the case of Hartsfield, same thing. Instead of them managing it as just a lab, we're taking it over and managing it as a sector. And so we're taking care of every single part of that. We have to keep negotiating to have the DNE _____ to keep _____ actually _____ and so if we can keep that going, then we'll be fine. But what we have to try and negotiate with them is to try to get _____ those guys, which quite frankly is a _____, not as well as _____ but same amount we say, listen right now we're doing studies in our own lab and we have the capacity to do 24

	three nights a week and 48 _____ um and so that's how we can kind of keep doing this. Or, join forces, _____ we're doing it ____ lab that month _____ there we can extrapolate _____ so I'm just going to extrapolate when I meet with them _____ going to be up to you to go ahead and say well listen, you know Bob's you know super involved with sleep, you know, he's dedicated for sleep you know he pretty much practices sleep now, this is his passion, this is what he wants to do, this is _____ this is a, I want to support this lab, I support our own lab, I know others here do as well, I think this is going to be a good thing. That's it. And so we do that I think we're going to be fine. I think we're going to get the Hartsfield. The Hartsfield one looks better than ____ Kershaw Health _____ The only good thing about Kershaw Health is they don't have the management _____, which is a good and a bad thing. The good thing is there's not a price out there. The bad thing is they keep asking themselves why the hell do we need somebody to manage the lab that we've been managing ourselves just fine. And the answer is because we don't have a sleep center and because we have six other _____ we can offer. That's the answer.
Orville	And that's expensive _____?
Puchalski	Yes. You know. And so we can offer the same high quality service for a cheaper price in a center instead of a lab. A holistic approach to the patient care. We have better outcomes for a cheaper price than our mini labs and there are 3, 2 _____ labs, 4 _____ together. And so what this pro forma shows is that we can do it in 2, _____ year 1 we're going to have 2 labs, I'm sorry end of the year we'll have 3 labs and then we can expand in year 2 and beyond. So,_____ year 1 and _____ so _____
Orville	_____
Puchalski	_____ almost 2 billion. And all we're doing is _____ you know, _____ _____ TNE is definitely not _____ anything _____ _____ about this, but we're going to _____ _____ we'll be able to show them and say _____ worries about this and concerns about this, _____ we told you we wanted a higher _____ service out of the lab _____ _____ because _____ Bruce feels comfortable with doing that, then we can at least get the equipment it takes a while to order the stuff and _____
Orville	Okay.
Puchalski	So that's the next step _____
Orville	_____ email _____
Puchalski	Along with the _____ that's all. Anything else from the contract perspective I'm sure you _____ went through _____ as well.
Orville	Um, _____ gone through it _____ I'll look at it _____ this weekend _____
	Moving, walking, noises.

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Orville	I'll walk out with you. It was cool, it was cool, we hung out actually saw um _____ from med school that I told you, Regan Montiff, the pediatrician?
Puchalski	Yeah.
Orville	She was there. She was there. And I kind of hooked up with her, I got her phone number, introduced her to Chad _____
Puchalski	_____
Orville	No, no I just kind of, _____, she was just at the beer fest and I recognized her, um and I introduced her to Chad, told him _____
Puchalski	_____ together?
Orville	Yeah, yeah. He's the one that told us about it and he'd hired a a a a driver. So I was like we'll tag along so we tagged along, _____. I actually didn't drink a whole lot.
Puchalski	____?
Orville	No, no. There were some other folks there. Um from Wildwood _____. I'm not a big beer drinker, but Jamie _____ and Jamie was all into it so she was like on her own thing.
Puchalski	Are you and Chad discussing the contract?
Orville	Uh, no. No. The one we just got?
Puchalski	Yeah.
Orville	No. I really haven't looked at it in any great detail yet.
Puchalski	_____ is he anxious about things?
Orville	Ah, well he wants to buy in. I think he wants to buy in.
Puchalski	_____
Orville	No, he's talked to me just kind of vaguely, said he wants to buy in. He wants, he just can't wait to buy in
Puchalski	_____
Orville	I did.
Puchalski	_____
Orville	He asked me if we _____. I said, no, we can't do that.
Puchalski	_____
Orville	_____
	_____ close the loan _____ can't close the loan _____ tomorrow. Tomorrow's Tues... or Wednesday right? Yeah. All right
Orville	Have a good night.
Puchalski	Take care.
Orville	Um, no, I had a little bit to drink but not _____ and then I'd actually

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	sit at the wine, I mean sipped the beer. I'm not a big beer fan. I _____ because I drink Mich Ultra. It tastes like water with beer flavor.
Orville	All the doctor spots were taken.
Orville	I guess.
Orville	Um, I, uh we drove by, drove by with Jamie.
Orville	Um we drove by, we didn't we didn't actually walk in there.
Orville	Oh really? She liked it?
Orville	I think she's gonna, yeah, I think she might be going out of town this weekend. I'll see what _____
Orville	All right. Sounds good. Sounds good. [gets in car; drives away] That was provider meeting. End of provider meeting. Taping for January 19, 2010. It's now 8:44 p.m.

100406_001attemptstojustifyactions

Woman	And we have one more at 11:45
Orville	Yeah, I know. I know. Well, I got Wendy. Wendy asked me to see her, so I put her on the schedule. So I got one before her.
Woman	_____
Orville	No not for a stroke. No. Not for a stroke.
	_____
Orville	When was I _____
Bob	Thursday
Orville	Thursday
Bob	Wednesday, or Wednesday night.
Orville	I was in Jamaica Wednesday night. _____ coming through?
Bob	Yes. I sent one of my aids as well. I think he _____
Orville	Last text I got is – this is the text that I got from you.
Bob	March 31, 10:23 p.m.? _____ okay.
Orville	Yep.
Bob	Uh, _____ what kind of help do you need with those charts?
Orville	What charts _____
Bob	The 1500 charts or so.
Orville	Nope. They always sign off on my charts. I told him to just go ahead and sign off on them.
Bob	Okay. _____
Orville	Well, what's her name _____ today _____ sign off on them so they're going to do that.
Bob	_____
Orville	_____
Bob	Other updates, just so you _____. Try to make some more schedule changes, but you can see what on there. _____ some questions _____. Some information _____. We needed to know _____, but I want to make you aware of the schedule changes because you're going to see those _____ there. _____ leaving town. He was in town yesterday or today. _____ practice. So that's good news for the practice. _____ practice regardless of what happens, but I want you to be aware of that just in case you're asked or _____ because _____ Hartsville _____ be here today. _____. We had a _____ I just wanted to make you aware of it so you're not blind sided by it _____ from that perspective. Donnie is going to – has he called you.
Orville	No

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Bob	He'll be calling you. Donnie isn't very happy about all of this, obviously, and it _____ about _____ and obligation and about the _____ and so _____ _____ three voicemails, not actual calls, _____. I'll be sharing the _____ members of the staff. So just be aware of that in case _____. I'd pretty much like to be sure that Tom _____
Orville	Okay, well _____. Hello?
Woman	_____
Orville	Hey. How are you? Yeah. Yeah.
	[cannot hear other speaker on his phone]
Orville	Is he hurting somewhere?
	[cannot hear other speaker on his phone]
Orville	All right. Well, I'm going to be – how long has been there so far?
	[cannot hear other speaker on his phone]
Orville	Okay. Has he gotten a lot of fluid?
	[cannot hear other speaker on his phone]
Orville	Yeah. Give him a little _____ and I'm going to be out there in probably an hour, an hour and half or so. _____ and I'll take a look at it.
	[cannot hear other speaker on his phone]
Orville	Just give him – oh, and his glucose is high, right. Maybe we should off.
	[cannot hear other speaker on his phone]
Orville	Yeah, hold off on the _____. All right? Bye
Bob	Is _____
Orville	No. _____ he said he's in _____ malaise and everything. I don't know why.
Bob	_____ around _____ easy on him today, but apparently you _____ one patient today, so we're all trying to _____. Tuesday _____
Orville	Yeah. You operate on _____. If you don't see me in the morning. No, I'm not going to see him tomorrow. _____ I should have time anyway between going to _____ I do not have any surgeries _____. I just have a consult at 10:00, and then I've got _____.
Bob	Um, he also wanted to share with me that under no circumstances were you talking to Chad or attorneys weren't talking or anything else? Is that still your position that over the last few months that you have _____
Orville	I haven't talked to Chad about anything. I talk to Chad periodically, but not about this stuff.
Bob	No attempts by your attorney to talk to Chad's attorney or Chad.
Orville	Not that I know about. Not that I know about.

Bob	Your position there's really been no _____ talking.
Orville	Not about anything of substance regarding what's going on here.
Bob	Practice contract, anything like that?
Orville	I haven't talked to _____
Bob	_____
Orville	I have not spoken to Chad about any contract. Why?
Bob	The text that I sent you was in hope of trying to get something and to be honest with you, I was little bit ill that you hadn't responded to it, but obviously you hadn't received it, you couldn't respond to it. So I think of it differently. I wish I had known that before hand. At this point, there's just going to be more and more damaging _____ from this as it leaks out, and as _____
Orville	I haven't shown him any docs or any CEOs or anything _____
Bob	It is out there. Just trust me. And so the practice has always depended on a sense of _____ we're going to be able to get what it's got, and to maintain what it's got, and it has now completely _____ the perception is in jeopardy, and so I want to end this. It's clearly not going to end the way we want it to end, you know? There's just no way a timeline of regardless of what we do. It's the only protections we're going to get, I don't see it happening. So it always boils down to one thing I talked about, whether I talked _____ or anyone else, it always boiled down to what we're dealing with now doesn't really matter because it's true. At the end, the world after or whatever we go through is going to involve still me, Teresa, Austin and Nelson Mullins and I don't think you trust anyone of those 4 people. And I don't think you're ever going to trust any of those 4 people. I think that you not trusting them is my fault, obviously, but I don't think you're going to get to that point, afterwards. I don't. I just don't. Unless you see something different, but I don't see that happening. I don't see us ever getting to the point where there is a big distance or attorneys or anything else in the mix there. And do you see any different? Do you see some sort of an end game here where all of sudden things are going to go back to being friends, but partners and trusting one another at all? Or trusting those 4 people
Orville	No I don't even think about it in those terms. I just think about the _____ facts _____. I deal with what's going on right here, right now. And that's all I can deal with. I deal with what people give me and take what you give me, and give it right back. If you're nice to me, I'm nice back. If you're not, I _____ return the favor, not because _____. Um, _____ what I'm seeing around me. That's all I'm dealing with.
Bob	Well, that doesn't answer my question, but your actions, and despite any attempt to try to bridge something to get us to work within the construct that's _____ after, if we ever reconcile, you're not willing to work within that construct and that just _____. Down the road, you're not going to be able to work well within that construct either. You're never going to be in a situation, I see, where Puchalski, Williams, Sheen and White, or even if we chose somebody else from Nelson Mullins, do you even trust them with anything? It's always going to be I need to check with this or I need to check with that. do you see that?
Orville	Well, I think, in my defense _____ to trust someone, I see just the opposite. I'll _____ trust _____ until I see something that maybe warns me, raises a red

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	flag on mistrust. So I don't think that I just start off mistrusting someone. It's just the opposite. I start off just the opposite. That's why with _____kind of go along and sign contracts and I think it's all great and hunky dory. And then the red flags are some of the other things I came up later on, and that's when the trust issues develop.
Bob	I agree with you, but we are where we are now. Do you ever foresee that?
Orville	Like I'm said, I'm dealing with what I'm dealing with now. Like I'm not even looking at 6 months. I'm not looking at 3 months. I'm not even looking at 4 or 5 weeks down the line.
Bob	_____ I have to, right?
Orville	I'm not going to ask you to do anything other than what you think you need to do. That's all I'm going to say.
Bob	I know, but you understand I can't just deal – that I have the responsibility to have to move forward, okay?
Orville	Okay.
Bob	_____ I mean is that _____ to expect that?
Orville	I don't know what to expect from you. I don't expect anything or nothing from you at this point. Like there is very little that you've said at this point that shocks me anymore.
Bob	Okay. Well what do you want to _____
Orville	I don't know yet. I keep telling you that. I don't know.
Bob	You said you were going to go and _____
Orville	Talk to Jamie. We talked about it and we don't have a definite idea.
Bob	Are you willing to share with me what you're considering so that I can _____
Orville	I'm considering taking time off. That's all I know for now. I don't know. I don't know. I really don't know. You probably know more than Jamie knows at this point about taking time off.
Bob	Just a second. Hello? _____ sounds good. Thanks bye.
Orville	So I don't know yet. You asked me a question I can't answer.
Bob	You said I'm more likely to know than Jamie is?
Orville	Well, no, you just knowing – you knowing that I'm considering taking time off probably knows about as much or more than what Jamie knows right now.
Bob	My interest at this point, more than anything else, is to end the situation and _____. I don't think we're going to get to a point. You think we're doing in a short term with this _____. One day you're going to find out that it's going to be _____. It's nothing what you're thinking, but it is, and we're going to struggle over it. But I think it's important to look at what is the end game and if there is this medical records thing that needs to go into mediation and somewhat of a world beyond it, I just want to point out that the world beyond it is going to involve the same parties that you don't trust now, and we're going to have to work within that construct. I don't see you working in that construct. I don't see us working together in that construct. I just don't. I mean Bruce can't come to the table. You know, he can't be on a conference

	call for _____. That's not what's going to work. We're not going to do audits. You're not going to be just skeptical of me every single time and he's got to go to you every turn. That's not going to work. And so if there is something that you would like to do, like time off, then you know, we should talk about it now. And we both mutually agree that there's no chance for us to get back to the point where our trust is there. Cause I don't trust you and you don't trust me. And we agree that, actually, I think I have a far less distrust of you than you might have of me. But I'm not sure. But I have a far less distrust of you. But just think of a number. Whatever it is, I mean, it's worth it. It's worth it to break amicably over a very, very comfortable number. Forgetting whatever's in the contracts and paying it out over five years. It's worth you doing a _____ but it's what you want to do. But let, let's just, my interest is in just stopping what's going on now. And what's really just continues to cause damage to the practice. That's my primary focus. Whether it be the building, whether it be reputation, whatever's going on. It continues to erode the practice. There's not much, there's no benefit to hearsay ____ practice. I know you probably didn't intend for this to be as public as it did. I'm just gathering that from discussions that we've had. But it is. It has. It's become more than public and there's plenty of individuals who take a little bit of pride in seeing this practice have issues. Whether those be physicians or other individuals, but that's the case. I need to, and my primary goal is to reverse that. And if we're down to the point where there's just, you think that's it, I'm asking you to think beyond what's just on the ground as you called it, what's in front of you. I'm asking you to think just a little bit ahead. And if you're agreeing with my assessment, let's just work it out. We'll shake hands. You know, it didn't work. In two years when we've had a time to cool off and think about it, and I still think that our friendship will rebuild, quite frankly. I really do believe that. After everything's kind of cooled down _____, we'll be able to do it. But for heaven's sake, let's just shake hands and just, let's admit what's happened. This complete loss of trust. It's not going to rebuild quickly enough to be functional. So let's at least do the right thing. _____ and we can do it to match whatever your goals are. Whether they be a _____ or _____ or whatever else you wanted to do. You know, you want _____ you want _____ coverage _____ your salary ___ and after that you be able to go do something else, fine. You want to do, you want to _____ sit home for six months, work this out over six months and we work out good terms for that and you got, you _____ anything you want to do, we should do. But please just think about what you want to do. For that time. And let's just work it out amicably. I prefer to do that than to go ahead and spend all this money on attorney's fees on both sides , than come up with things that are just ugly on the other end. Is there any interest that we can do that on your end?
Orville	_____
Bob	It's about to get really ugly legally.
Orville	I don't know what the _____ I really don't. _____ the same thing and I just can't, it's just hard to put my mind around everything that's gone on and figure out where this is headed and what really I want out of this. And I think I just need time to clear my mind. I think I really do.
Bob	Okay. Do you agree in the general principle that you'd be more _____.
Orville	I don't agree or disagree with anything. I guess I, everything, this has been a long standing couple of months now, or whatever the time has been.

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Bob	_____ years.
Orville	No, I'm talking about Jamie. Discussing it with Jamie. We were just talking about it in the car. We talked a little bit on the vacation, but there were a lot of people around, so we didn't really talk as much. But we'll see.
Bob	Odie, what I heard, I don't, I'd entertain any price, whatever you felt was obviously _____ contract. Whatever you felt was reasonable and something that would make you very comfortable for doing something. I say we do it. I would much rather do that. I would much rather do that, than to figure things out. And as we start coming up with this plan to go ahead and fill the void after May 9, then there's just going to be, the point of no return, you know? You're not going to be able to – it's going to be very difficult to reincorporate things. Frankly, there's not going to be a situation where you're going to, if you don't trust Austin now, you're not going to trust Austin six months from now. You're just not. If you absolutely don't trust me and you don't trust Teresa for what we tell you, what we explain, you're not going to trust _____ either. We'd, I don't see that happening.
Orville	Okay. Alright.
Bob	I mean if you don't _____, but if you don't trust, you know, _____, then you're not going to trust _____ either.
Orville	Okay _____. No I think _____ taken care of.

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	Phone call between Orville and someone . . . buzzing noise going on and can't hear much of what person on other end is saying.
Orville	Can you hear me?
	Yeah
Orville	Okay.
	_____ call you right back. _____ screech and a scratch
Orville	Okay.
	_____ hello?
Orville	Hello. I'm here.
	_____ so you're the _____. First is Sheila. Sheila told Teresa on Thursday that _____ different _____ to _____ then Teresa asking her and she said she talked to _____ some way that she could _____
Orville	All right
	_____ again and she said no, _____
Orville	Well, Teresa just said there's a possibility, I mean um when I told ____ she said there's a possibility it could happen. She didn't want to commit to it. So…
	_____
Orville	She told Teresa no?
	_____ like _____ she said _____ she said that might be okay because _____ _____ speech therapist who is a mom _____ and that might be a _____ for us down the road _____ work in the morning _____ done a lot with medication _____ Sheila _____ morning no option
Orville	Okay
	_____
Orville	Yep
	That's _____ okay with that _____ um on a Wednesday _____ go through the _____ make that happen _____ net zero trick is to go ahead and try to explain what's happening on Tuesday. _____, _____ so perhaps we _____ Wednesday_____ patients in here _____ so _____ _____ perception _____ Tuesday _____ probably should let ___ know _____ and know _____ Hartsville _____ and you know _____ take care of that um and you know _____ _____ but uha, probably best for us to stay/say _____

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Orville	No. That's fine. _____
	_____
Orville	I said he's probably going to figure it out at some point, so probably just better to let him know.
	Yeah, _____ let him know _____ _____ and _____ very clear _____ no malice there. _____ very close to _____ but in that _____ I keep saying _____ Bruce the _____ agreements prior to _____ upcoming changes _____ at least _____ help _____
Orville	Um, yeah, great_____
	Okay. Do you still have that document?
Orville	What document?
	The _____, the last one that we sent _____
Orville	Um, I do not.
	Okay.
Orville	When was that sent out?
	Um, probably like 7 months ago.
Orville	Oh, _____
	_____
Orville	It was sent by email?
	By email
Orville	Yeah, probably wouldn't have that.
	I'm going to send you another one. Um, it's the latest version that we have. _____ new _____ send you a copy of the latest letter _____ negotiating _____
Orville	Okay
	_____
Orville	Okay
	No doubt that _____ negotiate _____ strengthen your position from _____ gotta be in there, _____ but _____ Um, I'll send both of those to you so you can get him cracking on it. He knows I think the tim_____ bit/big difference _____ whole _____
Orville	Okay.
	Um, that _____ Wednesday morning meeting, uh, you know _____ little bit of an issue _____ but you know, the more and more I think about it um _____ the best thing is for us to maybe consider _____ at that meeting _____ and either having some sort of conference in place or something _____ but obviously ___ Wednesday morning _____ schedule you will be driving back on your

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	Hartsville day for the meeting _____
Orville	Um, okay. I see I see like the _____ okay.
	_____
Orville	I do.
	_____
Orville	Yeah, I said, I said I actually like the morning meeting.
	Okay. So you want to keep the Wednesday meeting?
Orville	Right now I'm leaning towards keeping it. I'll revisit it, but I'll lean towards _____
	As long as you're okay driving _____ is with that _____ kind of an _____ neither here nor there, but _____ more and more doctors to come _____ mornings _____ but for what it's worth, we'll _____ so _____
Orville	Okay.
	But we'll _____ um then uh the 4th thing I want you to do is opposite the opposite the providers meeting _____ Thursday _____
Orville	What is this, the Board meeting?
	_____ Board meeting. _____ basically something that is similar to the _____
Orville	And it will be right on the first what?
	First week of the month.
Orville	What day?
	It will be Tuesday. So we'll have to work out…
Orville	So the provider meeting will be the 2nd or 3rd week of the month and that will be the first week?
	Provider collateral will be the third, third Tuesday…
Orville	Because …
	_____
Orville	Okay.
	Hartsville meeting will be the 3rd Wednesday and the board meeting will either be the first week or the first Tuesday.
Orville	The only problem with having that is you're basically committing a bunch of people to being late every single day _____ except for one Tuesday a month. One or two Tuesdays a month.
	Well I recognize that but I don't I don't _____give me some other thoughts and options I'm willing to …
Orville	How long do we need the board meeting to be? I'd rather it just be one Tuesday or switch it to a different Tuesday. I mean a different day other than Tuesday. So not the same person

	_____ so different people get a late meeting on a different day.
	We're not _____ sure we understand that, I mean, the only other day that's going to potentially work would be Wednesday, but frankly, that _____ I _____ that will be the only day that I would have to leave at a reasonable time _____ so that that down the road would be problematic.
Orville	But, shouldn't we at least have it so that everyone has one day that they're inconvenienced rather than the same person having the same days of inconvenience?
	I'm sorry _____ last thing. I think we keep breaking up here.
Orville	Nothing. Just go ahead.
	No, go ahead. _____
Orville	No, I mean, it just seems to make more sense that rather than having the same person inconvenienced from not, because this is going to last for years, so the same people are going to, every two, twice out of the month they're home late in addition to their late days already because I'm just thinking, because I essentially take calls two nights out of the week. Um and it just the one night that you don't have a call you could have two of those nights that you, the one night you could, I do have a potential to get home early, not that I usually do, but all of a sudden, you know, 2 out of the month, you're going to be getting home late anyway. It seems kind of just a little bit peculiar, like at some point, okay, then cut back another day when I could get home at a decent hour then, it just doesn't it doesn't make sense to me.
	Okay. Well, I presume Wednesday will be even worse for you. Is that right, in the new schedule?
Orville	Um, what am I doing, I, I, you know, I don't have the schedule in front of me so what does this schedule...
	It's _____ schedule you would be off administrative leave Monday afternoon.
Orville	Yeah. I'm still going to have to, remember, remember I'm still, presumably you'd be on call Tuesday so I'm still on call after midnight on Wednesday night and on Monday night, all day or what ever it is. So either way I still have call those two days. I'm not, it's not the administrative time is not truly an off time. Do you understand that?
	I _____ trust me, I know all about administrative time not being off time. But you know, _____...
Orville	Why don't we, why don't do it on a Monday? Why don't we do the board meeting on a Monday then?
	Well, why don't we alternate? Why don't we switch _____ because you're going to switch to Monday night call, then why don't we all _____ just going to be _____ so why don't we all _____? Why don't we do Monday and Tuesday every other and we'll switch back and forth. That way we have one Wednesday _____ not Tuesday and we alternate back _____
Orville	Okay. All right.
	That seem fair?
Orville	Sure.
	_____ and the last thing is that _____ switch _____

Orville	_____ have not _____
	I just _____ from every angle that I could and I've been able to work _____ and I've gotta to _____ I've got to make a spreadsheet _____ and in order to do that _____ PA all the time she has to agree to doing _____ up until now for extra money and so I'm hoping she says yes ___ moving forward until we can get another PA. So, _____ still I think we're going to be okay there. What I did was, there's _____ variables that aren't _____ that I wrote down. That's _____ in fact it will better in other ways
Orville	Okay.
	_____ work _____ care about that.
Orville	Well, I care about it, but I care about having _____
	Right. So I was thinking _____ day is I mean on your Monday when you, instead of running late all the time, you know, just do 3 hours on Tuesday afternoon and do 5 hours on a Wednesday. So when you leave the clinic, you know, you're going to go home theoretically at noon with Sheila but _____ for whatever happens, you'll have 2 hours scheduled _____
Orville	So I go from what time Wednesday to what time?
	It goes 8 till 1 on Wednesday, then you can shave an hour on Wednesday – on Tuesday, and also 2 to 5 Tuesday because I don't think you're going to be able to make it to Hartsville til 1 or so. It's variable with you and your average is just _____ 21 minutes.
Orville	What's going on there?
	So if your finishing average at 41 minutes after it, there's no way you're going to get to Hartsville. You won't know watch until 1:30 on average.
Orville	Mmm
	I think you just take that just shave there and add on the other end. Working on it start one day early. You can start Wednesday early and you preserve the hours that _____
Orville	There's a five-hour morning on Wednesday?
	Yeah, five hours on Wednesday and three hours on Tuesday. Just preserve the number of credit hours, yeah. I don't care what _____ still be here make it.
Orville	Mmm, OK.
	Or do a half an hour too. Do 1:30 at least, you know?
Orville	OK.
	And then start at 7:30. I'm just thinking that way you're not killing yourself on that car.
Orville	All right.
	I just _____ without saying anything about _____ I'm just saying ____ happening so then you just do that and _____
Orville	Yes.
	OK. Um, so let me talk to _____ and we'll make 20 _____ for these things. If you

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	think about that _____ and then we meet tomorrow night or Tuesday night. You still have a big OR on Tuesday.
Orville	We can't meet Tuesday night.
	Sorry?
Orville	We cannot meet Tuesday night.
	Better Tuesday night?
Orville	No, I said we cannot meet Tuesday night.
	OK. How about Monday? _____
Orville	Sure, that's fine.
	All right. I got a morning and afternoon and I've got clinic from 3 to 5 and then I've got a meeting until about 6:30, so I _____ after that of course if you want to come over we can _____
Orville	Well, I usually don't get done on Mondays til like 6-6:30 anyway, so why don't you come up meetings and come over after that?
	I'm sorry.
Orville	I usually don't get
	_____ after that.
Orville	I usually don't get done til like 6-6:30 anyway. My clinic doesn't get done then I usually have to go to the hospital or some place. I usually am not done til
	Why don't I go over there then?
Orville	Sounds good.
	You can go up and we'll meet over there.
Orville	OK.
	And then have you heard _____ called from – well first on February 10th, 2½ weeks from now, we have _____. We can always _____
Orville	Who's that?
	Dr. _____
Orville	February 10th?
	February 10th.
Orville	Hold on. All right. Um, I'm _____ calendar here. February 10th is a Wednesday.
	Yes.
Orville	All right.
	Correct. Yeah, I – you come in at 9 on the 10th, or you can come in the 17th and the 18th.
Orville	I know that I have a strong preference.
	OK. I think

Orville	Oh, wait. _____ for the 17th or the 18th?
	Yeah, the 17th and the 18th may be open something, so _____ the 10th you can for sure. You can't _____ you can't do anything for people.
Orville	I mean I can see him on the 10th.
	OK, well I'm going to be out of town on that Wednesday _____, so if you can _____ the 9th and the 10th, I just have to ask you to entertain them on that night.
Orville	On the night of the 9th and the 10th?
	No, just the 10th. The 9th I'm still around.
Orville	OK. What's his last name? Spell it for me.
	Sorry?
Orville	Can you spell – I think I'm good. I gotta check with Jamie on my schedule, but I think I think I'm good.
	OK. Is your guy from Tennessee? I'll make sure you guys can get a narrow booklet. Lance knows all about them. They're going to take care of all the reservations with _____ and we'll make sure that we get you contacted for that night _____ just take them out that night and I'll give them – I'll make sure I give him some sort of a phone call have kind of a wrap-up phone call.
Orville	OK.
	From his meeting. But we can do it that way. That way we don't have to wait til April for the guy.
Orville	All right.
	You've got either a leading candidate over the other one.
Orville	OK.
	And _____ and I'll let you go and I gotta go. If you heard a truce about either the loan closing or where we had with purchasing that equipment for the lab.
Orville	No.
	OK. Do you have any idea when he's going to release us to be there or not release us?
Orville	No, he's still looking through – I mean he got a lot of stuff that he's looking through and cross referencing and I think that's his issue. That's the last I heard from him. But he's been working pretty diligently on it but you know you got about a week and a half, two weeks to go _____
	The closing is obviously the thing that concerns me more. That we've got a hundred that we pay for the practice, 200 on a line of credit. We got 300 out already. _____ close out _____ so we can _____ 300.
Orville	I know.
	And obviously there's the building, so there's more loans coming or more cash calls coming so I was hoping to close this Wednesday. Do you think that's possible?
Orville	I mean I'll touch base with them but he's doing what he's doing. I mean I want to rush him, but I don't want to

	I don't want you to rush him. I'm just wondering if you could pose the question of Bruce, I understand you want to go _____ all of these and make sure that I'm OK and there's not anything that _____ getting out of this or unraveling or anything else, but do you see any problem in just adding capital to this.
Orville	I thought you asked him that already.
	OK. And what'd he say?
Orville	He said actually his point to me was we – he would feel more comfortable if we just stopped everything including construction until we figured it out.
	Just stop building?
Orville	But I didn't even bring that up. See, he actually took that stuff in the opposite direction from what you thought.
	I'm sorry?
Orville	Yeah.
	So you're going to stop building?
Orville	No. He just implied that not to do anything, not to touch anything. I said what about construction. He's like _____ halt construction until we get this figured out.
	He wants to halt construction?
Orville	No. That would be his advice to me at this time.
	Is that what you led him to do?
Orville	Not yet. Not yet. If I did, I would have brought it up, but I want – what I want him to do is take a good look at it in a meaningful fashion and figure out where we go from here.
	OK. Well I'm OK with that. Just recognize that _____ a little bit of a window. If you get a cash call again, we gotta take it from the practice.
Orville	Is that why we had his _____?
	Well that and we gotta get everything _____ figured out, yes. But we had to take _____
Orville	I'm sorry. We have to get what? Sorry, we have to get – you broke up for a second.
	I'm sorry. _____
Orville	You broke up for a second. You said that and something and something and I didn't know what that was.
	That and your desire to want to get this thing all squared away contract wise. _____
Orville	OK.
	So I'm not worried about _____ as much as I am worried about _____ the construction costs. They continue and so if he _____ anything we can tell him to do that and I don't think that's going to be _____ with that _____ but the only thing I could see protecting is our close clause. Right now we don't finish in a certain period of time there are penalties and I don't think we'll be able to enforce those penalties if we were the ones that were responsible for the delay. But the hospital given our current relationship probably wouldn't be opposed to extending our lease. So _____ OK?

Orville	OK.
	So it's not, it's not _____. I just need to find out – I need a clear path to just paying the bills and construction costs _____. So why don't I put something on for Wednesday in the hopes that maybe without rushing you _____ and then maybe if you _____ tomorrow that there's no way in heck that that's going to happen, we try to push back another week.
Orville	OK.
	That sound good?
Orville	Sounds perfect.
	All right. Sounds great. I'll catch up with you and tomorrow I'll come over, see if I need to _____.
Orville	Sounds good.
	_____.
Orville	Bye.
	Bye.
Orville	And this recording was from January 24th, 2010 at 7:10 p.m.

Orville:	Hey. How are you? Thanks for sticking around. At least everyone in Columbia and Camden, I know, love you.
Jamie:	You have to take into consideration how many responses we get. _____. You got a poker chip with your entrance ticket. So during the night this guy walks up and says do you want to trade poker chips. I said, sure I do. So he gave me his chip. After midnight, they said we have 12 lucky chips out there. _____ win a trip to Vegas. It got down to me and this guy. There were like 600 other people in there.
?	Did you know the guy who traded?
Jamie:	No, no, no. Just a guy. It was 10 guys and 2 girls. I swear we were the oldest couple there.
Bob:	I'm sorry. I spoke quickly and I ate quickly. We'll get you out of here. It's okay. Do we have a hand out we can _____?
Jamie:	That's all I have. _____.
Bob:	There you go guys. _____. You don't have to closed out yet. October and November. But if you look at October and November, December is more _____. But if we look at October, we see the revenues are at the top. _____ and then hospital _____. And then you see expenses down below, and expenses are broken down, of course, to payroll, which is 450. That includes call pay that goes out to us. And then administrative expenses, which _____ 222 and for November 180. So you got call back _____. The trick is always make sure _____ between the aggregate of the payroll and the _____ for administrative expenses. So _____.
Orville:	Explain to me how Somnus works. Are we paying Somnus? I thought we were Somnus.
Bob:	We're paying Somnus.
Orville:	So who is Somnus?
Bob:	Somnus is an LLC that _____ part of SCENT _____. You're a part of it. You're a part of SCENT, and similar to what SCENT landholdings is and similar to what SCENT landholdings is if it continues to exist. That's where we are having a little bit of a challenge with that work. We only have the _____ holdings _____ to contract.
Orville:	When you say rent, this is rent for the – not equipment, just rent of space, office space, which is Lou Goff and PME. That's $31,000 each months
Bob:	Lou Goff, PME, plus what we have to pay SCENT landholdings for property owned in Columbia and _____. And – sorry, in _____. Very small _____.

?	So Somnus – we pay Somnus what the practice is based on?
Bob:	The practice is Somnus and _____ entity. But it's independent _____
?	And you guys are sharing the Somnus fees right now? Is there a _____
Bob:	_____ Somnus. Once you are in SCENT, you are in Somnus. _____ before. SCENT
?	So you're saying SCENT is a shareholder?
Bob:	SCENT is a shareholder. _____ shares first. _____ SCENT landholdings _____ actually your spouse _____. So Jamie owns 50% of the shares of SCENT landholdings. Any questions? You don't have any questions? We have our investor _____. Thanks so much for coming. I _____ because you know I think if you have questions or other issues, it's good to have it. So thanks so much for being here after hours _____. Please _____. Thank you _____. _____ next quarter. Let me give you a little update on our Hartsell investment. As it stands now, we've got what looks like it is going to be anywhere between a 10 or a $15,000 distribution if the entire quarter _____ or 2009. Of course, we didn't buy in until 2 months, 1 month through the quarter _____. So we can expect about two thirds of that. So probably anywhere between 6700 and $10,000 _____. We will know tomorrow during this meeting. It is the prerogative of the hospital _____ the amount. The first time _____ setting off of a number _____. But in future board meetings, I'll be at that meeting, so we'll be able to get some input into that. I'm _____ much movement for distribution, but _____ but the important thing is we need to find out whether ____ make sure that covers the _____ that we're paying, the note that we have. It looks like it will. _____. So we'll just have to see how it goes. The one thing that I'll say is if you look at the general perimeters on this investment, you look at our out patient visits, this is January 2010 compared to the year before, we're looking at a total of over a 1,000 more inpatients projected for this month compared to the same year last year. it got a little bit lower on some things like CT and MRI. Obviously, some of the CTs are our own. If the surgical _____ is about flat, so we'll see that. but overall there are very robust numbers coming out of _____ hospital and investment there, so it isn't going to prove to be a very good _____ moving forward. So we'll see _____. Schedule- got to yap at this. There's still too many variables in this to kind of try to get anything _____. There is the OR variable _____. There is an OR variable and _____, and there's a little bit of a variable that we have with Dr. Paul, who has a little concern having to be here on a Wednesday morning _____, and then to go ahead to be here on Thursday, although she recognizes that we had agreed to that in the contract. She just, I guess, recognized that we could do _____ use the after hours, 2 hours, _____ double overtime during time during the day. So I'm assuming what we did in the proposal, but she didn't recognize that's the way it is to be used and that time could kind of get shortened in that space, and so we'll have to work on that _____. So we'll have to work with that variable, and _____ anyone have any comments on the schedule _____. Just general _____.

?	Haven't really seen it. E-mail it to me.
Bob:	_____.
?	Dr. Paul's _____
Bob:	Paul's _____ on this.
?	That's understandable. I see her point. _____
Bob:	She knew about the meeting. She's okay. I mean now she's got an issue with the new _____ _____ that she was hoping to go away for a couple of nights in the middle of the week and do it regularly. So we got to go ahead and accommodate her to some degree. There's a variety of things that we can do, and we might have some thoughts and _____ on how we can kind of do things that make that a little easier for her. Obviously, we want her to be able to go to the _____ and make an impact there. And frankly I would like to have her there on Thursday afternoon because it provides for 3 half days of continuity that are together. But it also provided much needed coverage during the time the G is running back and forth to the clinic and when things were kind of haywire. So any presence that she has _____ because – especially your 2 to 4 hour obligation that you have in the clinic. So she recognizes that. she recognizes the importance of that because she witnessed it first hand, but I just have to work through some of those.
?:	I think my administrative taps could be gone. At least 50% of my Thursdays are purely cosmetics. I'm just having a hard time getting my activities of daily practice living done. So this would afford more time, right.
?	Not really. It could be a little better, but I'm still going to be seeing cosmetic patients all through Thursdays, and my mornings are when I do operations and hair. I don't know.
Bob:	_____ especially 2 to 4 obligations. _____ more free time _____
?	What I'm saying is I'll actually _____ the least, even though I had "the most free time." My administrative day is at least – for example, November and December I can go 6 out of 7 Thursday mornings operations and hair transplantations.
Bob:	_____
?:	Because _____ which is I am okay with it. It wouldn't be not _____ enough. I mean there are a lot of other variables _____.
Bob:	We'll try to get that. We'll try to get that. and I honestly _____. _____ I'm sure very much appreciate the fact that there are a lot of moving parts here, not only from the perspective of us, but _____ allergy, _____ and most important staffing. So if you _____.

?	As we do built in admin times, _____ I was – it looks like my afternoon here on Tuesday was one of the most saturated, but it's gone now. _____ take that one. It looks like _____
Bob:	I think that _____ in this proposal
?:	In this proposal.
Bob:	We would move towards just _____ to Tuesday.
?	Tuesday afternoon?
Bob:	Well Tuesday. Right now it's afternoon and he would do cases _____ on a TRN basis. So in the _____. This still means a couple of variables have to go in place for this to work.
?	I was just thinking that that Tuesday _____. That's going to be changed.
Bob:	I wouldn't want to Tuesday and _____. _____ Columbia a little bit. _____
?	_____ one Wednesday a week for people from Columbia to see _____ as opposed to Tuesday morning and Wednesday. I don't know. I could be completely wrong. _____ see
?	I was thinking about just the reason for going _____. I'm okay with changing things for the better, but it was to concentrate the Medicaid and _____ but it seems like I see an awful lot of _____ in Columbia. Is my numbers – do you think there is purely a 100% mix there in Hartsville.
Bob:	I'll just go back and look up the numbers.
?	_____
Bob:	_____ overall for the month of November, with Medicaid 27%, and you got a _____.
?	That's overall. What about first _____ in that market there? Can you break it down there?
Bob:	_____ we have the smallest amount of Medicaid per location. So we have _____
?	_____ overall?
Bob:	Overall
?	I guess I'm _____ because I see a lot of kids, and most of them I can tell you are not Blue Cross Blue Shield, and so if the reason to go somewhere else to concentrate that, there's like a 20% difference _____. I was just curious

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	_____.
Bob:	Yeah. _____ 27% Medicaid. Hartsville is 32% Medicaid.
?	That's overall, but I guess what I was trying to say
Bob:	_____ it's going to be concentrated in _____. You're going to be in the Medicaid _____
?	Yeah. I was saying I feel like I am Medicaid, which is fine with me already in Columbia. So is there more Medicaid there?
Bob:	The capacity is okay _____. _____ bigger _____
?	Okay. _____
Bob:	You can make a bigger impact _____ on one _____ practice in Hartsville than you can at _____ a lower Medicaid population. They are already out there for a good chunk of time. The other challenge that we have is that you have an issue with OR there, and so _____ switch lanes _____ decreasing your clinic time _____. And the ratio is what I need to try to determine the appropriate _____ time. Now what we found was _____ is there are differences in OR and _____ based on numbers of patients seen between us. And are we function of what we actually do and _____. But you two have the highest number of cases per patients. _____ and I think it is a function in your case of being just _____ OR. I think that you have a higher amount of _____. So you have to take that into account, and so _____ in terms of saturation in OR is I understand there is a lot of variables _____ anything else _____ OR and we have a full day _____. There is a difference there. I mean, you know, Dr. Dyce, has been there for a long time and you're big issue was that he and _____. I wouldn't worry at all about Columbia. We are maximizing Columbia capacity almost _____. The only thing that you can do is increase it by getting a provider _____ to work _____. Otherwise, we are out there every single half day plus Saturdays. So I think if you just look at what our overall numbers are, I mean we're probably a little bit heavy on capacity _____. But we need to account for more growth. That is where it is going to come from, and we have _____ that you want us to _____ and what _____ to be and we've got some thoughts on what we can do to take that _____. _____ in Columbia, but I think we will be fine for _____ capacity _____. So _____ kind of figure out some of these moving pieces. The first thing that's got to happen is we got to figure out when she's going to actually get her license, and in fact she just found out that _____ yesterday and so I'm going to put a call in to _____ and I know one other _____. I'm going to try and see if there's anything we can do to expedite _____. She can get her license and we go ahead and try to get her through _____ at various hospitals but I'm thinking that we're probably looking at you know, if we're lucky March _____ and we're probably looking at schedule changes for a lot of people by mid-February. So it will probably be _____ more realistically closer to March 1st. So _____. _____. December 31st so -- _____. ____ so _____ has also been _____. It's _____

	to prepare for what's going to be a plan in the end _____ to accommodate _____ and so _____ told counsel _____ send the charges must better than we did before. We're early and very, very _____ in November. That hurt us. And I'm not going to -- _____ charges generally. We have a fairly predictable number that we go by for what we can expect from running off the charges.
?	And that makes them payroll or something? It was just less than we expected as far as the hurt?
Bob	Never close the _____ credit. I'm sorry. That wasn't your fault. 1.4 _____. 1.5 is good. 1.3 is just not good. You know and so -- ____ that we had in November well _____ years anybody. It was just a weak month ___ and so most of the weakness was in Columbia. And I can't explain it other than it seems to be _____ itself but Hartsville carried the month. Hartsville carried _____. You know everybody helped carry December. _____ a little bit of the end of the year stuff but November Hartsville really _____. It was really more Columbia than anywhere else _____. That's one of the results. _____ were set up _____ we're happy with. The line of credit is currently at $275,000. Before you worry about that, my credit is that high because we are currently applying line of credit funds to a fund of construction prior to the closing. We have a few small things like appraisals and some other paperwork that has to be coming down before we close. And once we close, that $202,000 will come from the bank _____ that will repay the line of credit. Okay. So the line of credit from that sense is really _____. And we're waiting for this but before _____ unless you guys feel differently. _____ to get them but I would prefer that we wait 'til after that to go ahead and _____. So once we can get a closing and get this line of credit down I think we _____ established again, so it's not like we're pushing but you know after _____ gonna be required I just don't want to _____ these at the same time. I want to have very _____ waiting period _____. _____ December ___ have that 4th quarter for you. That's where everybody is. _____. You were away _____. As you see, _____ we get paid more than Medicare _____. ____ paid more than Medicare _____ or not. _____. _____ from Medicaid which is counterintuitive. But just in your particular case that would be true. That's not the case for –
?	This is not making sense to me. _____ category may just be off. _____ surgery _____ misplaced.
Bob	Is your _____ lower than _____.
?	By a lot yeah. By a third. That's probably what's going on there.
Bob	One thing this is not a date of service. Category _____ produce it. They didn't want it produce so we sat down and we see what happened in December. _____ December _____ date of services that are likely prior to _____. _____.
?	_____ more from West _____ that I do from Hartsville. Everything

	totalled.
Bob	That shouldn't happen with you. _____. _____. _____ see if we can _____. One promise we have is _____ we're told this report is much better. _____. _____. This seems to be some sort of mischaracterization here. _____ surgery _____. I'm not sure _____. This is collections. This is individual _____. This is probably _____ charge _____ charged _____. _____ so _____ for the year across the board. _____.
?	What is this?
Bob	Just use it as a gauge for comparison. It includes everything that can _____ scans _____.
?	_____ so this doesn't mean a whole lot 'cause _____ test someone else ordered it and it got done so it doesn't mean anything.
Bob	It's just _____. It's the closest that we can do to approximate _____ right now. There is obviously we need to have something _____. All right. _____ and _____. _____.
?	That's the total or --
Bob	_____.
?	Divided by _____?
Bob	_____ divided by – this was divided by 2 but not that it was extra. _____ _____ so you've got 130 there. You've got _____ make this happen. _____ this and once it exceeds this, it will go toward this.
?	This is the _____ money.
Bob	_____. AR. This is the money that _____. _____.
?	Money that was generated prior to _____ becoming a partner right?
Bob	_____ can see is this and keep going down. _____.
?	_____ before. How _____.
Bob	_____. $25,000 _____.
?	Right. Right. I'm just curious – I'm just yeah. That – that exceed the accounts receivable right?

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Bob	Right.
?	_____.
Bob	_____ like this. _____ right there. See this exceeds this. This will be applied to this in proportion right? The best way to think about it is it doesn't matter whose money it is. It's not his money. _____ his partner. This money is coming out of the practice and should be applied toward his _____ but instead it's gone to offset this amount. This is owed to the practice that owes the previous owner is this.
?	I think _____.
Bob	And so why don't we think about it this way. Let's say we did it a different way. If we just sort of joined --
?	Yeah. Okay.
Bob	If we started drawing this out of the general account right now to the previous owners, we'd be hurting our bank account. _____. So what we're basically doing is just offset – this will keep going down. This will go down.
?	Right. Right. It's just that this is almost divided by. I'm just trying to take a look at this. The accounts receivable is the three of us _____, correct?
Bob	Correct.
?	Before he came onboard. So we could look that – that number divided by 3 or that divided by 3 or whatever, okay. It all works out.
Bob	_____. That's basically – it's the same way that its worked for a couple of _____.
?	_____.
Bob	It's the same way it's worked for previous _____. Yours hasn't changed at all from last week so you are in a position to move forward. You're a little bit _____ you should be interest and you should be wondering what's going on. And we will talk soon. That's all I can tell you. _____ things work out but nothing's changed.
?	So $171,000 short? _____.
Bob	_____.
?	It supposed to be _____ divided by 3. That's always the triple _____. You know what I'm saying?
Bob	This goal was tripled.

?	Right. Right. Right because we just tripled it. You could triple it or you could do it by a third.
Bob	_____.
?	Right. So it's 171 which includes 171 – I'm trying to get what the actual dollars it was – 171 divided by 3 would be about 58. _____ confusion. Cause you're tripling the suite numbers right? All right. Excuse me. Is residual A/R debt?
Bob	_____. I think what you're referring to triple. _____ a third of this. See what I'm saying? We can't calculate a $200,000 suite. We can't buy that _____ a third of it.
?	Well I know the things you triple my – it's just everything's a third either way. You just had to keep it like this. Just a third of the 3 --
Bob	A third of all this.
?	So we've got 392 plus that extra 40 of A/R? I'm still assuming air debt?
Bob	_____. Almost. Yeah good. So okay.
?	Do you just cut off the limit at some point and say enough.
?	_____.
Bob	_____.
?	Because we triple it, it's just hard for me to follow it, I'll be honest with you just a little bit harder. It's 57,000 in actual plus – I don't get this hour amount _____. Is that another 40,000 I have to cover?
Bob	It's $40,000 _____.
?	Which leaves --
Bob	I wouldn't worry about that so much. Actual _____. Don't have to worry about that – the key thing is that you're _____ and so --
?	But what is the date we're looking at – into December and January.
Bob	The date has nothing to do with money. Has nothing to do with money. _____.
?	_____. I'm just curious. _____.
Bob	So once you get to this point, _____ process _____ your practice has the wherewithal to try to make it to cross – to cross special.

?	Okay.
Bob	Okay. _____ you're working toward it in the same fashion _____. _____ as we go _____ but you're _____. _____. You have increase volume _____. _____ practice _____ so it's _____ all of us to try and do that. And we're not going to have the same _____. _____. Alternate methods of trying to get the volume _____ do whatever it takes to try _____. We need to be seen somewhere in the _____ 2650. _____. And so that's the goal is kind of _____. Of course we can _____. We don't need to work that hard – you might do something to a lesser extent you can do that. But if you were to ask me what we need to do in order to go ahead and maintain what we've become accustomed to, in terms of suite now. _____. _____. _____ break that out over three or four weeks. _____. As long as we can _____ you see what I'm saying. _____. _____ a couple of times before _____ more suitable to _____. _____ concerned about _____.
?	Oh no. _____. It just never ends. _____ crazy.
Bob	_____.
?	I'm not going to go this minute. That was meant as a humorous comment in a situation that existed. It's not like it's a new problem. It's a --
Bob	_____ alternately _____. I think _____. 50% and _____ lab. _____ using _____.
?	He's going to _____.
Bob	He's going to find out. _____ practice at first. _____.
?	You know _____.
?	This is December.
?	It can't be December.
?	_____.
?	Yeah.
?	Yeah this is November's.
?	This is _____. _____.
?	Our meeting just ended. I'm going to _____.

?	I love this.
?	_____. Absolutely. I might be delayed a little bit. I might be delayed a little bit. Bob wants to meet _____. I will. I will. All right? Bye.
?	_____.
?	_____.
?	_____.
?	All right. I love you.
	[laughter]
?	_____.
Bob	_____ for you?
Orville	I have a few minutes. What's up?
Bob	_____ uh _____ so here's what we're planning. _____. We have _____ people that are saying that you shouldn't go in and uses the room. You know who those people are.
Orville	One of the rooms?
Bob	Yeah. 'Cause of your _____. It just so happens that when you take utilization however _____ you're not _____. And so _____ movement there to say yeah, well he's obviously _____.
Orville	After I left?
Bob	Strength. No. It was all before. It was all before. _____. And so _____ actually _____ what you may call it _____.
Orville	'Cause he bought in.
Bob	But he's _____. So here's the plan. So _____ and I were talking about this and we think the best thing to do is they're going to pull away Tuesday and Friday extra room – extra _____. Then they're going to bring – they're going to bring tomorrow – finance the meeting tomorrow. They've put it on the agenda. Lance is going to produce a – and I think you just speak to it. But it's basically – we _____ context of money is what it has to do. And so _____ for us and what we're going to do is make the presentation _____ again and basically say why they should go ahead and print an extra CR_____ to make it fit _____. So they're going to pull away another room to make the _____ room. That will leave you and two others. Right? They're going to pull a fourth room off the CR&A __ financial proof tomorrow. You might want to change yours off. It looks the best if you do that. And so I'll be in there. So I don't have to

	recuse myself. You know if you do that, then I'll be able to speak to it and _____ all your numbers and forms. But Lance is going to bring it up and just say well listen you know here's what we've got going on. You know we'll try and make it more efficient in the operating room, this and this but on Monday we have an opportunity to get – you know _____ is requesting a CR&A. It's going to cost us this much money. And then you have to get and just pretty much just say well, this is what – I'd like to go now and _____ an average of 38 cases. ____ higher number is 42 cases open in the last six months. And currently using you know an average of 42 cases _____ Kershal _____. I've got a very busy _____ on Tuesday there.
Orville	_____ of you told me 54.
Bob	_____ told you 54 cases today.
Orville	No. Kershal in the last month.
Bob	Well last month you did. But you had a lower month the month before.
Orville	When I was on vacation yeah.
Bob	Yeah _____.
Orville	_____ through the OR for some reason.
Bob	What did he say?
Orville	No. He didn't say anything.
Bob	____ 54 cases?
Orville	No. I just said hey, _____ he's like hey, you just get it. You pretty much – it just kind of came out of the blue and he said hey, you're the top – huh? What?
Bob	He's been scratching around about this. _____ that were that you were pulling out to go to Hartsville. He's asked about this _____ of the EFC.
Orville	Well that's --
Bob	He's asked me about the EFC over and over and pushing the EFC.
Orville	Well what I said to him was I said I was like – he said you were the top one. I was like yeah, him coming in no. 2 I was wanting to be no. 1. I always feel badly if I'm not no. 1 as far as the volume. So I just left it at that.
Bob	Okay. He's putting pressure on – obviously you know _____ figure out what's going on _____ but he thinks he's putting pressure on us but just be wary because he senses this. And I think that we have to lock down the EFC before we change the schedule _____. We can't be responsible because then you're locked in with a clause that doesn't require you to do a certain amount of _____ and we don't want him to try _____. Do you know what I'm saying?

	_____. And then afterwards I'll speak to – I'll speak to it more from the _____. We should be _____ get the CR&A and get the extra room we should _____.
Orville	So I'm going to ask for extra CR&A on Mondays?
Bob	Yeah. It's going to be a proposal. They're going to say _____ and say well I'm going to recuse myself because _____ committee a request that I'm making that I think it would benefit the hospital and my patients if I could get an extra room on Monday and be able to accommodate all the _____ that I have. And then leave it at that. I'll take it from there. Just say that.
Orville	Okay.
Bob	You comfortable with that?
Orville	Yeah. I feel comfortable with that. _____ know that I said that. That's fine. I don't know. I just – I feel like they _____. That's fine.
Bob	Lance and he did now about _____. I don't know. _____ Lance to do that. _____ talk.
Orville	_____ to talk.
Bob	What do you want – do you just want to go ahead and say --
Orville	Brooks could definitely talk. Brooks would probably be the only one against it. Tom –
Bob	_____.
Orville	All right then. I can say it. Just recuse myself from the room.
Bob	Recuse yourself from the vote.
Orville	Do I have to leave the room if I recuse myself?
Bob	Yeah. I'm going to do the same thing next month.
Orville	All right.
Bob	It's going to be the opposite effect. It's the same thing. I'm going to make a presentation _____. _____ you _____ but I think this pattern can work out for us. It's already been – the _____ been decided so I figured this would be the easiest way for us to go.
Orville	Okay.
Bob	Once this _____ approved it, no one can _____. So we have the extra CR&A _____. That what Lance thinks too. So _____. Okay?

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Orville	Okay.
Bob	Tuesday could work out for _____ if Terry whose thinking about it is willing to go ahead and move until 9:00 starting. If he starts at 9:00, it means we can get two rooms starting at 7:00 or 7:30 going 'til 9:00 and then go over to the clinic and start staff the clinic.
Orville	Okay.
Bob	Go 'til 1:00. That's the plan as far _____. Sound like it will work? We have three _____. The first one is going to be _____. The second one is going to be _____. The third one – if we have to put something through for our contract _____. So we have _____ all is _____ anyway. _____ You make it through _____ kind of _____ so I'll talk to you about that approval for the Hartsville _____. You had concerns or something else but I didn't catch yet --
Orville	No. I called – I sent I got the stuff actually on Monday. And then I called – I faxed it to Bruce right away and I kind of looked at it and looked through it and he you know he actually said just don't do anything just yet. I'm still looking at it. That's all he said today in his email. He didn't say anything else beyond that.
Bob	Well that's the issue and then you tell me if there's anything else that you think we could have done. I would like to present to the Finance Committee why they would make more money by doing what they do. 'Cause that's all the questions _____ why going with us would be the same deal as they have with the group. In other words, if we're doing cases – sleep studies in our own place and we have a lab set up and we say, this is the capacity that we have and this is what we're doing _____ out there and we're doing studies there. And this is what we're doing in our lab. If we combine forces in our pro forma this is what we could earn over time with your support. First is what do you do if you continue to go on as you are with the current company. I can make a much stronger argument than simply saying you're paying some people now _____.
Orville	Now uh okay.
Bob	And so I can't do it unless I've got the credit thing so without any pressure at that, do you know what point in the process Bruce will feel comfortable – obviously I can do what Bruce tells me to do.
Orville	Well the only time I really get the chance to talk to Bruce is in the evenings. And I go and I call after hours or I email him. And so I can email him again tonight and see you know if we have kind of a timeline on what it is but he just – I think Ed sent him a whole bunch of stuff – probably even more than what he had asked for and he just started reviewing it last week so I think that – all of it is tying in to why he's taking so long.
Bob	I don't want to _____ but Ed should have sent him the contract.
Orville	And he said Ed sent to him a bunch of stuff. He said a bunch of the contracts, probably some of the ones that we already had. And some other ones and so he's

	just you know – yeah, I hate it too 'cause this is more money but so I'm trying to get him to get through it but he's not yet.
Bob	Does he need clarification from Ed as to which contract --
Orville	He hasn't said he needs anything yet. He has not said. He's just going through --
Bob	_____ documents he said does that _____?
Orville	He does.
Bob	The one I sent you on this day is the one that --
Orville	You can speak to Ed but I think Ed is actually in contact with him 'cause Ed sent some email and some stuff with the documents.
Bob	Okay. I haven't okay. Fair enough. Well we'll do that then. And then if he feels comfortable – do you need time off to _____? Do you want ___?
Orville	Well if I take time off, it doesn't change how quickly Bruce does it. I mean how about this. How about when Bruce tells me hey, I want to meet with you, then I'll request any time off that I need to do this. Rather than just say let's just set it – 'cause I could say what about two days and he's not ready. Then I've just wasted a day. So --
Bob	Obviously some of this is _____ if you plan a day say a week from now where we slim your schedule where you can do something to it so you can have a couple of hours hoping that that's the time that Bruce will work. You know it will work for Bruce so you could talk to him during the day _____.
Orville	Why don't I email him today and say hey Bruce, do you have a day when we can sit down and talk about some of this stuff. And then we set up that day and then he'll have a deadline and I'll have a deadline rather than just open ended.
Bob	Any indication about how long a time he wants?
Orville	No. He's not a real talkative guy. He just kind of remains quiet a lot. He doesn't say – just looking through the stuff, the only thing he said like he said I have the stuff. It's a lot of it that Ed sent me, which sounds like it was more than what he had requested from Ed. And I'm going to go through it.
Bob	Okay.
Orville	I don't know what Ed sent him. You can ask Ed what he sent him. I don't know what he sent him.
Bob	Just in case but I mean if you think it's going to be helpful _____.
Orville	It doesn't matter to me. I mean just for your own identification just to kind of get a sense of how much stuff he has.

Bob	I'll see what I can do to expedite it.
Orville	I don't –
Bob	Some steps now that's going to get us through – with all due respect to him I don't understand why taking on a payment – a debt payment of $40,000 in monthly payments is going to effect anything, any contracts unless there might be a reason there obviously. It'd be saying I want you to get out of here and I want you to not mess with _____. Otherwise I can't really see a reason why you know that holding that up would make a difference. But maybe he sees a reason I don't.
Orville	I'm going to talk to him.
Bob	Fair enough. But I want something so that we can kind of keep moving things along.
Orville	Okay. I'll try to set a deadline to him.
Bob	Can I give you some other things that are coming down the road that we're going to need expenses for that you might ___
Orville	Sure.
Bob	I'm going to try to tee off as best that I can?
Orville	Sure. And I can include in the email.
Bob	Okay. So --
Orville	Let me write it down.
Bob:	_____ a lab in our building and/or a lab in Columbia _____.
Orville:	So that's what that discussion was about earlier?
Bob:	Whose discussion?
Orville:	When you said you wanted to modify the building plans to build a lab.
Bob:	Yes. It will be in the future. What I want to do is this. I want there to be _____, a board meeting will be you and me, and you and me and Chad. We'll have executive session off of this, but we'll have that meeting. And during that board meeting we can go through finances and strategy, and try to get this through, because obviously what I can _____. And that's the other thing. How valuable do you see this _____ very important. How valuable do you see this _____ Monday board meeting opposite _____ meeting. So we would have the third Thursday be provider – the third Tuesday be _____.

Orville:	Um. Okay. Go ahead.
Bob:	The third Thursday. We have the third Thursday going _____, third Tuesday with providers, and then we could say the first week of the month we get a board meeting. _____ pushes, how committed are we to _____.
Orville:	I think it's already in the Wednesday morning meeting.
Bob:	Do you realize Wednesday you're not going to be able to make it _____.
Orville:	I remember we changed Wednesday from Monday because I was in _____.
Bob:	Right. So you probably change it to Tuesday morning?
Orville:	Tuesday morning.
Bob:	Tuesday morning you're here. _____ schedule
Orville:	Yeah. I can look at it. I mean, it doesn't matter what day it is. I think there is some value to it. I don't know if it's enough value to continue it. That's what I want to know.
Bob:	_____ get that. _____ has a little issue with that.
Orville:	All right. _____
Bob:	_____ meeting on Tuesday. But he's going to come back to the OR now. He had to come before the OR meetings.
Orville:	And this meeting is once a week, once a month?
Bob:	The board meeting is a different shift. What I'm suggesting is can we do something by phone conference or something else to justify the _____ minor politics that our financial and _____? Think about that. just get back to me _____
Orville:	Okay.
Bob:	Because I _____
Orville:	Okay.
Bob:	There's no good solution here. Put on Tuesday, after you put on Wednesday. It's going to be bad for him.
Orville:	Or vice versa.
Bob:	And as our practice grows, it's going to be worse for more people. The _____.
Orville:	Okay.

Bob:	_____ and that _____ two _____. So as we get larger, it's going to be harder and harder to do that. And so get on your phone conference or something and _____ phone conference or get together on Tuesday.
Orville:	Okay.
Bob:	What works for you Tuesday and _____ but he's going to have to drive from there to here and back to the _____.
Orville:	Okay.
Bob:	_____ so the problem. Here's what I want to do with this so you now. This is the space.
Orville:	I'll do it.
Bob:	_____ this is _____.
Orville:	The building is already there?
Bob:	Yes it is. Okay. And so I think we need to put a 2 bed lab where we can _____ here. Put a 2 bed lab _____. Sure did. _____
Orville:	That's all right. Just tell me.
Bob:	Two – we have a plan in the building – the building. Take out 2 offices that are current doctor's office on the second floor of the new building, and _____ and so I want to _____.
Orville:	Okay.
Bob:	And what that would do is give us the opportunity to put a controller in there, a bathroom. We got to put a shower. Use a bigger bathroom like the one in Hartsville. We're going to put a shower instead of _____ just like we did in Hartsville and basically allow us to go ahead and put 2 – once again, I think if we have equipment in there, and we're seeing patients there, grand opening, _____ 2 bed lab. Then all of a sudden things look much, much better because what you're selling is 3 two bed labs. _____ one four bed lab as opposed to a 2 bed lab _____ 4 bed lab. So the form I'm putting together is, you buy our lab or you go ahead and _____. Of course _____. You buy our lab or you pay a developing fee for it _____. There's more back there _____. Right now all we're showing with _____ but we got two _____ _____ making here _____ Hartsville. _____ and said, _____ and the building will make 5 and 6. So by July we could have 6 beds. The labs we own on this side of our practice. And then you say, listen _____. We'll close down our _____ and move all of this. We'll expand this one to 4 beds. We'll keep the one we have in Camden in the pediatric lab and market it as a pediatric lab and what you're getting is 6 beds, _____ to one 4. And every Proforma. I'm asking $40,000 per place _____ _____. I need your approval for those 2 beds.

Orville:	Okay. _____. $160,000.
Bob:	120
Orville:	I thought it was two 2 bed labs for $40,000 _____.
Bob:	Yes. You're right. You're absolutely right. So it's 80 _____. It's $40,000 for 2 beds.
Orville:	Oh, okay. Okay. I see what you're saying.
Bob:	I need $120,000 because _____.
Orville:	Okay.
Bob:	That's why I _____
Orville:	Okay.
Bob:	Hartsville puts it all back. We're just making payments on it. It's not like the money going out there _____. We're just making payments on it like our _____ lab. It's going to be a lot of work developing these, but we can develop these labs. _____ all of a sudden we're negotiating _____ strength. We're talking any board member that sees a proforma like this _____. This proforma compares now to which is $950,000 in year one, they're going to make $1.3 million. _____ from the _____ coming from two labs. The Columbia lab. And this represents the numbers we would have _____
Orville:	We would have Camdebn take over the Columbia and this lab?
Bob:	Yes.
Orville:	Oh.
Bob:	We have two _____ partners perform we have everything. _____. _____ two partners for a _____. So that's better than _____. I got to be honest. We can't _____. If we go ahead and _____ responsible now. _____
Orville:	Okay.
Bob:	So what we are doing now would solve all our problems. We're _____
Orville:	_____
Bob:	Yeah. We do 24 on our own now, and the _____ actually more than that. so we'll be get this into _____. _____
Orville:	What does that look like for us? That's hospital's proforma. What about our

	proforma?
Bob:	$190,000 goes to us. _____ we got a lot of expenses. So _____ expenses _____. This essentially will be treated as a _____. So the less the money that goes into here will go through SCENT. The contract allows for that. _____ for us. _____ deal over _____. Hartsville _____ if we go to those doctors and _____ we ask for a number that's greater than what they're paying per site currently
Orville:	_____
Bob:	So the best thing that we can offer them is if we want to stand by _____ for those guys, but we're going to offer you _____ in our office. We're not going to do that anymore. We'll just do Medicaid, Medicare. That'll work. And I now _____ a lot of _____ space for. Well, we're going to have to spend a _____ because if we do 40 and 40 now, _____ principal, then _____ Hartsville, then we just keep taking it putting it in Hartsville. So we're good. So we're good. So we should be able to just get 80. The lab
Orville:	So we would do the man hunt agreement on their lab without they're getting any space in our office for an extra lab?
Bob:	_____
Orville:	Okay.
Bob:	_____ for us.
Orville:	I thought somehow it would be their revenue generated, but I guess it's in our office, so they couldn't do that.
Bob:	You can't do that. it's got to be in their lab. So basically what we're doing is really just a way to show that we can do it.
Orville:	What were you saying this arrangement is considered? It's like a – not like an IT _____ TF or something or PF _____.
Bob:	I didn't say _____. Do you have a sheet on how this works?
Orville:	How MSA works?
Bob:	How the MSA works or how this is going to work?
Orville:	I have an idea or thought, but you can tell me.
Bob:	So basically all their doing, if you look at the _____ analysis, it's the same we had before. Obviously, we're _____ but when you do the _____ analysis, all their _____ is they're saying, okay, _____ going to spending. What things are you going to be spending on? _____ money comes because take a lot of .7 FTD to _____ doctor. That's basically – so, instead of managing a lab, like _____ or Sleep Works does, we're managing a program. Right now

	if you went to Kirsher Health and you said
Orville:	Oh, okay.
Bob:	What percentage of your sleep applications are on _____. But _____ doing the stuff. It's not about anything else we own. And so what we're offering is an entire center. And so we're going to do every single piece of this DME, compliance tracking afterwards. The actual diagnostic study, pre and post-visits. In the end we're going to be able to show _____ for center _____ adults and pediatric. It's going to be _____. But we're going to have all these things at different _____ from what the labs are, and it's going to be a program. And so you're paying us a managing fee to manage this program. In the case of Kershaw Health, it's returning it from you managing it just as a lab to us just managing it as a program, as a center. In the case of Hartsville, same thing. It's the ___ idea just a lab. We're taking it over and managing it as a sector. And so in other words, we're taking care of a reasonable part of that. We have to keep negotiating to have the DME on our side to keep the _____. And so if we can keep that going, we'll be fine. But what we have got to try to negotiate with them is to try get us the same way they're doing those guys, quite frankly is pretty well right. That was _____ Sleep Works. _____ but we say, listen, right now we're doing studies in our own lab and we are asking to do 24 three nights a week, and 48 for a whole week. And so that's how we can kind of keep doing this, or we can join forces. We'll close our lab _____. We're doing that lab _____ and we can show them that we can extrapolate _____. So we're just going to extrapolate what I need with them _____. _____. It's going to be up to you to go ahead and say, well, listen, you know, Bob's secret to falling asleep, you know, he's dedicated for sleep. He pretty much practices sleep now. It's his passion. This is what he wants to do. This is his – I'm going to support this lab. I support our own lab. I know others here do as well. I think this is going to be a good thing. That's it. And so if we do that, I think we're going to be fine. I think we're going to get the Hartsville – the Hartsville is better than the _____ Kershaw _____. The only good thing about Kershaw Health is they don't have a _____ which is a good and bad thing. The good thing is there's not a price out there. The bad thing is they keep asking themselves why the hell do we need somebody _____ ourselves just fine. And the answer is because you don't have a sleep center and because we have 6 other beds that we can lab. That's the answer.
Orville:	_____
Bob:	Yes. You know. And so we can offer the same high quality service for a cheaper price in a center instead of a lab. A holistic approach to the patient care. We will have better outcomes for cheaper price in our many labs, in our 3 two bed labs, or we _____. And so what this proforma shows is that we can do it in 2. In year one we're going to have 2 labs. I'm sorry. In year one, we'll have 3 labs, and then we can expand in the year two and beyond. So _____ 3 and 1 _____ maybe six.
Orville:	What are they making now?

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Bob:	They're making _____ almost $2 million. And all we're doing _____ you knowing _____ with us, or telling us _____ with us. DME is definitely not going to be willing to do anything with us _____. Controls to have to do this. You're going to be a little bit upset about this, but we're going _____. Get some more over time, maybe we'll do this. So _____ but we will show them and say hey _____ and you had worries about this and you had concerns about this from Dr. _____. We told you we wanted a higher level of service at a lab. We told you we wanted a more holistic approach. We just created that. _____ because our _____. And go ahead achieve the kind of quality he wanted to achieve _____. But I need – if Bruce feels comfortable in doing that, we can at least get the equipment. It takes a while to order the stuff _____
Orville:	Okay.
Bob:	So that's the next step for trying to do that.
Orville;	You going to email that?
Bob:	Oh I'll do that _____. That's all. Anything else from the contract perspective. I'm sure you guys _____
Orville:	I'm actually still going to it. I'll look at it _____. Going out of town this week, so _____.
?	_____
Orville:	It was cool. It was cool. We hung out. I actually saw one of my friend's from med school, I told you, Regan Monteith, the pediatrician. She was there. She was there, and I kind of hooked up with her. I got her phone number. Introduced her to Chad.
Bob:	Hooked up?
Orville:	No. she was just at the beer fest and I recognized her, and I introduced her to Chad.
Bob:	Were you guys together?
Orville:	Yeah, yeah. He's the one that told us about it, and he had hired a driver. And it was like, we'll tag along. All right we'll tag along. I actually didn't drink a whole lot.
Bob:	_____
Orville:	No, no. there were some other folks there from Wildwood. Some friends that he knew. I'm not a big beer drinker, but Jamie was. Jamie was all into it. So she was like doing her own thing.
Bob:	Are you and Chad discussing the contract?
Orville:	No. no. The one we just got?

Bob:	Yes.
Orville:	No. I really haven't looked at it in _____ to tell you.
Bob:	_____. Is he anxious about things?
Orville:	Well, he wants to buy in. Jamie wants to buy in.
Bob:	_____
Orville:	No. He talks to me kind of vaguely. He says he wants to buy in. he just can't wait to buy in.
Bob:	That's what he told me. _____
Orville:	He asked me if we slept, and I said no.
Bob:	Can't do that. _____
Orville:	Okay. All right. I see you closed the loan.
Bob:	_____
Orville:	Tomorrow is Wednesday, right. All right. Have a good night.
?	_____
Orville:	He's a good _____
Bob:	_____
Orville:	No. I had a little bit to drink around 5:00 or 5:30. And then I would actually literally sip the wine. Having sipped a beer. I'm not a big beer fan. I actually despise it. I hate the taste. _____. It taste like water with a beer flavor. All the doctor's sports are taken. I guess.
Bob:	Did you walk over _____?
Orville:	We drove by. Drove by with Jamie.
Bob:	_____
Orville:	We drove by. We didn't actually walk in there.
Bob:	I had Amy walk in there
Orville:	Oh really. She likes _____? I think she might be going out of town this weekend. I'll see _____.
?	_____

Orville:	All right. It sounds good. Sounds good.
Orville:	That was a provider meeting. End of provider meeting taping for January 19, 2010. It's now 8:44 p.m.

	____ the late night meeting with Puchalski over to my house for a meeting to ask me one question and one question only. Why couldn't you ask this on the phone? It would save me time _____. _____ are you really kidding me? I know you're incapable of this. (long pause) Sorry I just-- _____ the driveway.
	Okay.
	Do you see it?
	Sure.
	So, um, I can go to the training tomorrow and—in the morning, I think. I think 11:00 or something like that. I've been getting a lot of mixed messages recently and complaints that I want to share some things with you and at least ask you maybe one or maybe two questions that sound important. I haven't been sleeping well for two nights _____ and the reason that I haven't been sleeping well has been because of something that Chuck, Chad's attorney said. And it's forced me to challenge a conviction that we've had and the thing he said was that the attorneys were talking and that there's a lot of evidence that would be _____ but that there is a significant discussion to try to do some of these things. That was a foregone conclusion on our part. The attorneys said that when they could go the route of litigation _____ attorney said that you weren't going to do that route, that you weren't going to do that. And when it comes down to it, that's kind of what _____ stricken by guilt _____ and then _____ that I want to _____. I _____ with a whole bunch of stuff that makes me think that there's been a lot of concerted effort going on between you and Chad and I don't have any evidence of that other than just circumstantial evidence there are things that seem _____ or anything else. Where is that? Will you share that with me? Are you willing to share that with me?
	Yeah, I'm actually hesitant to speak to you about anything at this point because it seems like every time we talk and then when you say let's leave attorneys out of this, the mixed message I get is _____ my attorney saying that your attorney sent him a letter saying you said this, that I said _____. And this is even after I haven't said anything to my attorney, so I mean, I'm not sure what you want, you know. I mean, I was in bed. I think there's a lot of things that have been done and said and, you know, look one way and seem to be one way and maybe, you know, I don't know what—my attorney told me that there's some deposition or something that I'm supposed to go to now, or if I can make it. I don't know that we really should be talking, you know. And it's not _____ at all. It's just that I think every step along the way I've tried to tone it down and it hasn't worked. It's just one more thing put against me and I don't know—you know—I think. I don't know what to do. I mean I think it's the safest thing is you know have your attorney feel reassured when they talk to my attorney. You know.
	What attorney_____ is that you made a comment earlier that, you know, _____ facts on the ground and I was using those set of facts on the ground and I'm trying to open up to you and tell you _____ I have been. I think some of that is a fact that they're coming to find out that—to have a little taste of what things are without you around has been a little bit of an eye opener for me. But more importantly, the foregone conclusion that I've held that has frankly helped me justify behaviors, actions, and everything else, is now maybe no longer present. And if it isn't then you made the comment that, you know, you can start getting out a positive note and do nice things and I'm going to do nice things back. And I'm trying to change the course of something when he meets with your attorney tomorrow. But I know you have plenty of trust issues with me and a couple of the things that have really been on my

	side—namely this building and _____ are resolving themselves. But this thought that you're working together that's been there for a long time may no longer be there. And I'm getting mixed messages about it and I'm not asking—I'm asking basically, really, if you could just share with me—and I'm going to share this only so far as I'm going to call _____ tomorrow morning and say _____ that our conversation was and the bottom line is I think you're right and you guys are all right that this is just an effort to try to gang up or, I don't know if that's so much the issue now. There's something else there that _____ some direction.
	The only way I can answer that is, you've known all along I expected you multiple times to do the right thing and by my estimation that's not been done. Um, I feel like above and beyond _____ into specifics above and beyond what I could have done I tried to do the right thing by you and by the _____. And I still think you need to try to do that.
	Okay.
	And I think every step along the way I've questioned that course of action because of some of the things that have since transpired as a result of that and I continue to do so. I mean, I'm not going to try to assuage your guilt or, you know, make—I think it's one of those things that you're going to have to see for yourself. That's all I can say. Like I'm not—I'm not here to make _____ you see that house. I've got to forget what I'm doing with that. See those kids and that wife? That's what I've got to figure out and that's what I've been focusing on and that's all I care about at this point. That's 100% of what I care about and I'm going to kill myself to try to make whatever happens happen so they have a good life so that we're happy and so we're not living in a stressful environment where I'm losing 20 pounds and 30 pounds and all these other things over trying to live by some morays that maybe other people don't appreciate and --
	Oh, yeah.
	It's been tough. That regardless of what happens don't retaliate. Don't retaliate. And it's been tough and I feel as though that's my only focus right now. I'm not here to answer questions for you, especially in light of some deposition notice. You know, I don't know where that's headed. I can't--
	I know. So _____ Morse told me by email and I didn't have a chance to talk to him except briefly tonight where he's even stated "yeah, I welcome any dialog." You know, I got this late and he says, "you know like what do you think about this in light of what could be around the corner in your meeting." He's like "we welcome any dialog just to _____ things down." I think we've tried to prove that and it's been—it's blown up in our face.
	What?
	Not blown up in our face but just thrown back in our faces.
	I need to get—when you mentioned the house you mentioned that _____. _____.
	I married my wife and I married my kids. And I married my dogs essentially. That's who I married. And for a while I married the practice.
	I'm having difficulty justifying the actions that I'm seeing now that I believe are true and I believe are being misjudged by other individuals around me. And I'm justifying those against what is a lot of circumstantial evidence with respect to phone calls, text messages _____ all sorts of crazy stuff that's being _____. You're crazy to think that that's not _____.

	Okay.
	If you can
	There's nothing I do or tell you that's _____.
	I don't know that he's not on the list of those individuals.
	_____.
	I have—I told you who my obligations are to. I absolutely told you who my obligations are to, all right? If we reconcile, if we find a way to reconcile, do you still want to be in the practice?
	I don't know. I think the actions have said otherwise and I don't know what I want at this point. You know—all I know is the folks around me aren't happy, and I've got to make them happy, and I can absolutely make them happy by doing the right thing. By continuing to do the right thing.
	And I want to _____. _____. Obviously I didn't want to wake up one morning or any morning and want us to be here. I will be very honest with you and tell you that what's going on with _____ is actually _____ to be honest with you. That was the root of most of my concerns and everything else, quite frankly. Um, but, if he's not on your list of obligations and things that he said and things that we've looked are either misinterpreted and are no longer the case, it would be very helpful to know that at this point. Telling me that in no way could hurt anything.
	Look, I'm not going to speak negatively against you.
	_____.
	I'm not even going to answer questions about _____.
	Well, all right.
	I don't know anything about _____. I know lots of people I told you about. That's all I know about, okay, and I've got to figure out what we're doing in the next couple months. That's what I'm worried about. And not just a couple of months, or six months, but a couple of months for the next 15-20 years. All right, that's all I'm worried about. That's all I care about is this family at this point.
	Well tell me this. If the assumption was made that you cared about family and I forced things _____ to the position that it _____ work together. So we made an honest and deliberate attempt to try to ratchet things down. Do you think we could be working toward a goal together?
	I guess I don't get the question.
	There's been a lot of things done in the last couple of weeks that have been eye opening. Very eye opening. It just made me realize that's all I was saying and doing and trying to do. Maybe my priorities were in the wrong place.
	Your priorities were definitely in the wrong place. But I think you gave a sense of clarity about where we were or what our relationship was and what we thought about where things were headed, I will say that.
	_____ relationship _____.
	_____.
	Our relationship we were talking about yours and mine.
	Mine and yours and mine to the practice, mine to the partnership, mine everything.
	I will agree.
	That is good. At least I wasn't—there were no false pretenses that were _____ for too long. I think that's okay.
	I have learned how fragile _____.
	Anything else?
	I really do have a busy day tomorrow; there's a lot of things I have to do that I didn't think I'd have to do. But I have to do.

	Cody I'm going to try to ratchet things down.
	All right.
	I was honestly hoping for some sort of reassurance on the _____ issue to make sure that I'm interpreting some of these mixed signals correctly. I think I got some of that about who you have obligations to, how much you used to read into that. I recognize that you're not _____ anything negative _____. And I want to try to continue to challenge that ____ to come up with ways to ratchet things down. Or look for ways for you and I to get stuck in the same room together so we can really try to talk about the issues that are really at hand. Some of those being contractual lifestyle, family or anything else, and see whether or not it's something that can be worked out. And I'm going to _____ and seeing whether or not _____ come back to a plan to get a profit sharing _____ but _____.
	Okay.
	_____.
	Okay. I'm not sure if sometime Wednesday and Friday I've got some doctors appointments on Friday.
	_____.
	Um, I don't know if I'll be back Wednesday. It's sometime Wednesday or Friday we're going to go up and see Janie's mom too.
	Um, would you let me know when you come back.
	Sure. Sure.
	_____.
	No. It's probably the best way. I borrowed someone's phone but I'm going to have to give it back soon.
	(Can't tell who's talking or what they're saying.)
	Okay. Great.
	That was the meeting. _____. _____ at my house _____.

	____ the late night meeting with Puchalski over to my house for a meeting to ask me one question and one question only. Why couldn't you ask this on the phone? It would save me time _____. _____ are you really kidding me? I know you're incapable of this. (long pause) Sorry I just-- _____ the driveway.
	Okay.
	Do you see it?
	Sure.
	So, um, I can go to the training tomorrow and—in the morning, I think. I think 11:00 or something like that. I've been getting a lot of mixed messages recently and complaints that I want to share some things with you and at least ask you maybe one or maybe two questions that sound important. I haven't been sleeping well for two nights _____ and the reason that I haven't been sleeping well has been because of something that Chuck, Chad's attorney said. And it's forced me to challenge a conviction that we've had and the thing he said was that the attorneys were talking and that there's a lot of evidence that would be _____ but that there is a significant discussion to try to do some of these things. That was a foregone conclusion on our part. The attorneys said that when they could go the route of litigation _____ attorney said that you weren't going to do that route, that you weren't going to do that. And when it comes down to it, that's kind of what _____ stricken by guilt _____ and then _____ that I want to _____. I _____ with a whole bunch of stuff that makes me think that there's been a lot of concerted effort going on between you and Chad and I don't have any evidence of that other than just circumstantial evidence there are things that seem _____ or anything else. Where is that? Will you share that with me? Are you willing to share that with me?
	Yeah, I'm actually hesitant to speak to you about anything at this point because it seems like every time we talk and then when you say let's leave attorneys out of this, the mixed message I get is _____ my attorney saying that your attorney sent him a letter saying you said this, that I said _____. And this is even after I haven't said anything to my attorney, so I mean, I'm not sure what you want, you know. I mean, I was in bed. I think there's a lot of things that have been done and said and, you know, look one way and seem to be one way and maybe, you know, I don't know what—my attorney told me that there's some deposition or something that I'm supposed to go to now, or if I can make it. I don't know that we really should be talking, you know. And it's not _____ at all. It's just that I think every step along the way I've tried to tone it down and it hasn't worked. It's just one more thing put against me and I don't know—you know—I think. I don't know what to do. I mean I think it's the safest thing is you know have your attorney feel reassured when they talk to my attorney. You know.
	What attorney_____ is that you made a comment earlier that, you know, _____ facts on the ground and I was using those set of facts on the ground and I'm trying to open up to you and tell you _____ I have been. I think some of that is a fact that they're coming to find out that—to have a little taste of what things are without you around has been a little bit of an eye opener for me. But more importantly, the foregone conclusion that I've held that has frankly helped me justify behaviors, actions, and everything else, is now maybe no longer present. And if it isn't then you made the comment that, you know, you can start getting out a positive note and do nice things and I'm going to do nice things back. And I'm trying to change the course of something when he meets with your attorney tomorrow. But I know you have plenty of trust issues with me and a couple of the things that have really been on my

	side—namely this building and _____ are resolving themselves. But this thought that you're working together that's been there for a long time may no longer be there. And I'm getting mixed messages about it and I'm not asking—I'm asking basically, really, if you could just share with me—and I'm going to share this only so far as I'm going to call _____ tomorrow morning and say _____ that our conversation was and the bottom line is I think you're right and you guys are all right that this is just an effort to try to gang up or, I don't know if that's so much the issue now. There's something else there that _____ some direction.
	The only way I can answer that is, you've known all along I expected you multiple times to do the right thing and by my estimation that's not been done. Um, I feel like above and beyond _____ into specifics above and beyond what I could have done I tried to do the right thing by you and by the _____. And I still think you need to try to do that.
	Okay.
	And I think every step along the way I've questioned that course of action because of some of the things that have since transpired as a result of that and I continue to do so. I mean, I'm not going to try to assuage your guilt or, you know, make—I think it's one of those things that you're going to have to see for yourself. That's all I can say. Like I'm not—I'm not here to make _____ you see that house. I've got to forget what I'm doing with that. See those kids and that wife? That's what I've got to figure out and that's what I've been focusing on and that's all I care about at this point. That's 100% of what I care about and I'm going to kill myself to try to make whatever happens happen so they have a good life so that we're happy and so we're not living in a stressful environment where I'm losing 20 pounds and 30 pounds and all these other things over trying to live by some morays that maybe other people don't appreciate and --
	Oh, yeah.
	It's been tough. That regardless of what happens don't retaliate. Don't retaliate. And it's been tough and I feel as though that's my only focus right now. I'm not here to answer questions for you, especially in light of some deposition notice. You know, I don't know where that's headed. I can't--
	I know. So _____ Morse told me by email and I didn't have a chance to talk to him except briefly tonight where he's even stated "yeah, I welcome any dialog." You know, I got this late and he says, "you know like what do you think about this in light of what could be around the corner in your meeting." He's like "we welcome any dialog just to _____ things down." I think we've tried to prove that and it's been—it's blown up in our face.
	What?
	Not blown up in our face but just thrown back in our faces.
	I need to get—when you mentioned the house you mentioned that _____. _____.
	I married my wife and I married my kids. And I married my dogs essentially. That's who I married. And for a while I married the practice.
	I'm having difficulty justifying the actions that I'm seeing now that I believe are true and I believe are being misjudged by other individuals around me. And I'm justifying those against what is a lot of circumstantial evidence with respect to phone calls, text messages _____ all sorts of crazy stuff that's being _____. You're crazy to think that that's not _____.

	Okay.
	If you can
	There's nothing I do or tell you that's _____.
	I don't know that he's not on the list of those individuals.
	_____.
	I have—I told you who my obligations are to. I absolutely told you who my obligations are to, all right? If we reconcile, if we find a way to reconcile, do you still want to be in the practice?
	I don't know. I think the actions have said otherwise and I don't know what I want at this point. You know—all I know is the folks around me aren't happy, and I've got to make them happy, and I can absolutely make them happy by doing the right thing. By continuing to do the right thing.
	And I want to _____. _____. Obviously I didn't want to wake up one morning or any morning and want us to be here. I will be very honest with you and tell you that what's going on with _____ is actually _____ to be honest with you. That was the root of most of my concerns and everything else, quite frankly. Um, but, if he's not on your list of obligations and things that he said and things that we've looked are either misinterpreted and are no longer the case, it would be very helpful to know that at this point. Telling me that in no way could hurt anything.
	Look, I'm not going to speak negatively against you.
	_____.
	I'm not even going to answer questions about _____.
	Well, all right.
	I don't know anything about _____. I know lots of people I told you about. That's all I know about, okay, and I've got to figure out what we're doing in the next couple months. That's what I'm worried about. And not just a couple of months, or six months, but a couple of months for the next 15-20 years. All right, that's all I'm worried about. That's all I care about is this family at this point.
	Well tell me this. If the assumption was made that you cared about family and I forced things _____ to the position that it _____ work together. So we made an honest and deliberate attempt to try to ratchet things down. Do you think we could be working toward a goal together?
	I guess I don't get the question.
	There's been a lot of things done in the last couple of weeks that have been eye opening. Very eye opening. It just made me realize that's all I was saying and doing and trying to do. Maybe my priorities were in the wrong place.
	Your priorities were definitely in the wrong place. But I think you gave a sense of clarity about where we were or what our relationship was and what we thought about where things were headed, I will say that.
	_____relationship _____.
	_____.
	Our relationship we were talking about yours and mine.
	Mine and yours and mine to the practice, mine to the partnership, mine everything.
	I will agree.
	That is good. At least I wasn't—there were no false pretenses that were _____ for too long. I think that's okay.
	I have learned how fragile _____.
	Anything else?
	I really do have a busy day tomorrow; there's a lot of things I have to do that I didn't think I'd have to do. But I have to do.

	Cody I'm going to try to ratchet things down.
	All right.
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	Okay.
	Okay. I'm not sure if sometime Wednesday and Friday I've got some doctors appointments on Friday.
	_____.
	Um, I don't know if I'll be back Wednesday. It's sometime Wednesday or Friday we're going to go up and see Janie's mom too.
	Um, would you let me know when you come back.
	Sure. Sure.
	_____.
	No. It's probably the best way. I borrowed someone's phone but I'm going to have to give it back soon.
	(Can't tell who's talking or what they're saying.)
	Okay. Great.
	That was the meeting. _____. _____ at my house _____.

Audio File [001 A 037 Odie 100202 004]

Dyce	Okay, finally we're getting this Board meeting started, February 2, [inaudible]
Puchalski	Hey good morning.
Dyce	Hey. What's up?
Puchalski	How are you?
Dyce	I'm good.
Puchalski	Good, how was your party?
Dyce	Um I missed it. Oh which one?
Puchalski	Yesterday.
Dyce	Um I wasn't
Puchalski	_____ party.
Dyce	Yeah. I didn't get the clinic at 1:30. Everyone was gone so.
Puchalski	You get some pizza too?
Dyce	I had some pizza, I left the cake for the girls, so they could just kind of enjoy it. So...
Puchalski	Have you heard from the Board yet?
Dyce	The Boards? Yes, I passed. I passed. Thank you.
Puchalski	Congratulations.
Dyce	Thank you.
Puchalski	That's awesome.
Dyce	Yeah.
Puchalski	Alright you feel good.
Dyce	Um I do – I do. I'm um.
Puchalski	When'd you hear?
Dyce	Um I got an email on my birthday. So it was a good birthday.
Puchalski	On Friday?
Dyce	On Friday. Yeah
Puchalski	Alright.
Dyce	So I just kind of -- Jaime and I just kind of hung out. Told my mom she was excited so. Everyone was pretty good. So it was all good.
Puchalski	Good. Want to get started.
Dyce	Sure.
Puchalski	Good. Theresa, Dr. Dyce and Dr. _____ passed their board exams.
Theresa:	Alright. Congratulations.

Dyce	Thank you.
Theresa:	You want some coffee _____.
????	Nah I think _____
Theresa:	_____ coffee _____ Dr. Dyce?
Dyce	Hmmm.
Theresa:	Too strong?
Dyce	No no this perfect, it's never too strong.
Theresa:	That's what I say.
Dyce	Yeah never ever too strong.
Theresa:	I drink coffee till about 11.
Puchalski	I tried to give you a call yesterday, to try to give you a heads up on stuff. Did you get those text?
Dyce	I got a text late yeah. I got a text late. So um
Puchalski	Do you prefer to call me, call you at home sometimes or does the cell phone get through sometimes, not get through sometimes?
Dyce	Um is variable I mean the hospital calls are all different numbers, so I just kind of pick up whichever one calls, so.
Puchalski	Alright.
Theresa:	You want to go back?
Puchalski	Yes _____ trying to figure out, you're okay until 8:30 is that right?
Dyce	Um I -- yeah that's what they told me so.
Puchalski	Okay good. _____ so we should have time. We'll go ahead and get started.
????	Is there a -- is it out there?
Theresa:	I'll go get it, let me just get it. _____ got _____ we need to call him, we need another coffee maker _____.
???	New building -- new building.
Dyce	Is Ed coming here?
Puchalski	Yes.
Dyce	So I'll finally get to meet Ed.
Puchalski	You've met him.
Dyce	When?
Puchalski	[inaudible]
Dyce	[inaudible]
Puchalski	You recall? ASE. Two AC meetings.
Dyce	Wasn't he on the phone?

Puchalski	No. _____ Johnny late night. Two late night meetings.
Dyce	Oh okay.
Puchalski	You recall?
Dyce	Um I remember a bunch of meetings I – I – was he sitting like in the corner or something?
Puchalski	_____ table.
Dyce	No I mean at the table but like I was down here and he was like up there somewhere.
Puchalski	[inaudible]
Dyce	Yeah. I know Bruce was trying to get a hold of me yesterday.
Puchalski	Bruce was?
Dyce	Yeah. I don't know if you got a chance to speak to him.
Puchalski	Good. Well I was hoping that maybe on Wednesday you and I could go through the contract after the Board meeting. Does that sound
Dyce	Well I want to go through it with Bruce first, because it doesn't make since for me to go through it and then have to go through it with him, so let me kind of bring up the points he _____ and then we kind of do it that way.
Puchalski	I'd like to actually go through it with you from my perspective, would that be okay?
Dyce	Oh okay, thank you. Uh yeah, sure, that's fine, that's fine.
Puchalski	Would Wednesday be a good time for that?
Dyce	Sure, I think we have um
Puchalski	We have _____
Dyce	Yeah that's fine.
Puchalski	I've asked Ed to come, but I wanted to
Dyce	Come to that meeting?
Puchalski	No. I've asked Ed to come this morning.
Dyce	Okay.
Puchalski	Um to start a little tradition, but he I did not want to make necessary privy to the numbers. Although he knows _____ by way of another counselor, so I'm not sure how you feel about that, but in the future we could share that with him now. He's aware
Dyce	It doesn't bother me one way or another.
Puchalski	He didn't know it before, but at this point if he knows it even if it _____, I've talked to him _____ that he knows it _____ me or anybody else that are involved in the negotiations _____. Um but _____ thoughts I would definitely _____ make sure you're okay with a that too.
Dyce	Yeah.
Puchalski	Okay. All right. _____ the good one here and we need to find it. Here's why I

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	designed this meeting for that is several purposes. First thought, week after that, we get over _____ two weeks we all should recognize that we greatly need _____ corporation _____ strong and _____ company _____. So what I want to kind of do is kind of formalize things through a board meeting that will have several purposes. First and foremost is one where we can formalize the process by which there is some accountability and input into purchasing items because the way we've done it in the past has been a little bit informal and is basically _____ sending an email. And somethings _____ position immediately. And other times, just, you know, having _____ how the vacations or schedules to be able to talk about it _____ or so. What we had before was a crush where we've been able to talk about things during weekly meeting but that would not longer be appropriate because of Wednesday morning meetings now. _____ practice and two other individuals that are not. And among the many things or a few things that I regret, one of those is the fact that this practice has had as much a disclosure as it has to everybody. And I think that served to be negative in some ways and certainly different from what other practices do. And so, my hope is that this meeting is a transition to a new formal board structure that we can go ahead and build on that we can do uniformly and regularly at the beginning of the month. And it would have to add synergistically to meeting that we would have immediately after the providers. It's the way I envision this _____ would be. A board meeting at the beginning of the month to review the prior month's numbers, capital request, any other issues that _____ to the providers _____. And then another board meeting that's much shorter, maybe 15 or 20 minutes, but as long as we need. We need to be following the providers' meeting to replace the executive session. And the board meeting will be one where the individuals who can vote will vote on issues that may have been brought up by the providers meeting. And so, an example, if we feel that there is an issue with Dr. Paul or a newly hired _____, we would bring that up at this board meeting, seek some sort of change potentially during the providers meeting and then respond to any kind of a closure meeting afterwards. If on the other hand, there was something that was brought up by Dr. Paul or a new doctor or a non-shareholder for the practice during the providers meeting, then we would discuss it. We could get everyone's input then we would have a board vote immediately following that we could decide on if we wish to decide on it at that time or, if we needed more information. Then we would hold that off until the next full board meeting at the beginning of the month. Then we make that decision then. I'm gonna try to bring this meeting in the morning to try to respectful of our schedules _____ better for us. If we _____ a new schedule, it certainly be better cause Tuesday you're here. So if we just blocked off schedules that we could meet in the morning then we shouldn't have any problems _____. Housekeeping issues, we can and I would encourage us maybe bring Barbara to this meeting periodically or even regularly so that we had finance _____ through Barbara _____ have if we feel the need at this board meeting needs more resources then one of those two individuals could provide us _____. Since many issues that we're dealing with particularly now are legal, not necessarily contract-wise, but we're bringing in a new doctor that's _____ contracts _____. We're talking about sleeve(?). We're talking about ASC. So at time when appropriate, if there's a legal issue on the agenda, we should think about bringing it and _____ to come on out periodically to go ahead and do something. So, _____ to kind of shoot for as well. And that's pretty much my thoughts for that. But I wanted to get yours as well. Do you see anything else that you think would

	be beneficial in these meetings?
Dyce	No, not really. I'll think about this.
Puchalski	Okay. If there is anything else that you think will be beneficial _____ terms of resources _____ as it comes. Is there any thoughts on just that structure and the timing first of the month after providers? Do you think anything else would work better?
Dyce	I mean that's fine. Let's see how it works. If we can make timely decisions, that's fine.
Puchalski	Okay. Well we can—I like to do it _____ if you'll look at other organizations who are similar in size or greater, the monthly _____ have. Sometimes they'll have a meeting before that board meeting.
Dyce	_____
Puchalski	Excuse me. _____
Dyce	. . . or locked up.
Puchalski	Hey you're here. We'll get somebody out there to let you in. We're gonna be ready for you in about an _____. And so I'm gonna ask so we have some record list. I'm gonna ask that we have minutes _____.
Dyce	Okay.
Puchalski	_____ we can always look back _____ I'm not going to record it because I think that's just a little too formal unless you feel we ought to.
Dyce	It doesn't matter to me. _____ Teresa will take minutes?
Puchalski	I'll try to take minutes. What we'll do is _____ and then we'll _____ approve the minutes _____ that's what's going on. Does that sound good?
Dyce	That's fine.
Puchalski	Then we'll be able to _____ and some finances for tomorrow. So this will change potentially by the time things move forward later in the month. But these are a snapshot of the _____ accounts. This is a snapshot of the _____ for the last month. A snapshot of January's charges which are to go up typically over the next week those trend upwards. And the reason they trend upwards is there some charges that haven't been put in. They charge _____ so they trend upward a little bit. Not by much, but we could bring 316 which would be the January's collections. Those do not trend upwards. _____ but higher than they were in January of last year. Great. _____. Now line of credit is 274. But on the line of credits, 200 of that is 274, right? is construction. And then we have uh--
Dyce	Two hundred?
Puchalski	About 200.
Dyce	It says 100.
Puchalski	That's a 100 K. I presume that we--
Female:	_____ that came out of the checking account last month.
Dyce	Now is that the same five whatever number we saw but it's just lower now cause we paid

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	bills or something? Remember that 500,000 and something number that we saw last—last, I guess--
Puchalski	Same account.
Dyce	Same account. So it's just that—so what's coming—salaries and everything is coming out of that?
Puchalski	Salaries come out _____ on the 19th.
Dyce	Okay.
Puchalski	Salaries come out, they come out to be about 230. So, for instance, this is a snapshot on the first or the end of the month. If you take a snapshot on the 6th of the month, there's always a drop. This 230 goes out. Does that make sense? And then right before the salary, so on the 4th and the 18th, our account for the highest. And that would make sense _____. Now our bills come out weekly—periodically. Sometimes we'll have some bills that are bigger. So the _____ practice bills come through _____ on those which generally speaking, its _____ the 19th and the 5th is when _____ and we have to go ahead _____. So, _____ that's why I _____ and finances. We could do and we should do _____ finance _____ budget for the board _____. And now we can compare that to the budget. So you can get a sense for _____. Next issue is _____.
Female:	[Inaudible]
Puchalski	Did you get that by email?
Female:	[Inaudible]
Dyce	When was this sent?
Female:	Yesterday. _____ agenda.
Dyce	I didn't get an agenda. Maybe I didn't see it. Hold on.
Puchalski	So you haven't had a chance to look at it. But we can go ahead and approve it for next time, if you'd like or you can go ahead and just look it over. There's some provider _____ changes that I'd like to have us consider. Some of them just reflect differences in the fact that we now have a female physician in the practice.
Dyce	I don't have anything—oh here it is. Right here, _____ agenda. So, _____. Sorry, I didn't get a chance to look at that.
Female:	Well I just sent that to her primary. Just copied you so she could at least print it out for you.
Dyce	Okay. _____.
Puchalski	_____ which would you prefer _____?
Dyce	Email is probably fine as long as I know it's coming.
Puchalski	Okay. So, prior to next month's meeting, expect an agenda and any supporting documents so you can look those through prior to this so when you try to make a decision _____. Get these _____ we've just gone ahead and highlighted a bunch of changes. So, I'll give you a moment to look through that.

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Dyce	So I have to approve these now?
Puchalski	_____ that would just be two points _____.
Dyce	All right.
Puchalski	Do you want to _____ all the highlights actually. How _____ going to change there to PA _____ holidays. So we're having two _____ PAs _____ during the holidays. Five consecutive business days between Labor Day and Memorial Day, it could either way. In other words, it could be one Memorial Day until the next. So we're looking for _____ summer months. So that just makes it specific to the non-summer months. Does that make sense? _____ clarification. Payroll policy, we're twice a month now instead of every other week so that just keeps it in line what we've been doing. If you recall how six months ago we switched to twice a month instead of every two weeks. _____, do you have questions? I noticed you made some notations.
Dyce	Well that Memorial Day thing affects my anniversary. So I don't know if I want to approve that.
Puchalski	This is the time to say it. Please say it.
Dyce	Well, I want to talk it over with Jamie and see if she can live within those parameters. But, I know at sometimes we'll do like a week and a half and I don't want to limit it to, oh we have to take it in the summer. Cause if it's like this summer, we couldn't take time off. All of a sudden we're like limited by the summer and then by afterwards. So I'm not sure I want to do that. So I want to think about it some more.
Puchalski	Okay. _____ and think about it and _____ it's not anything that's pressing about this. It's provider handbook changes that we would address to the providers _____ just put it off. So, I'm just put it on providers _____ and you would want to address this without any _____ to the next meeting.
Dyce	Well, let me talk to her. Let me talk to her. Can I keep this?
Puchalski	Yeah.
Dyce	Okay. I'm _____ points. Because I know she likes to do a blow out thing for our anniversary and that would definitely limit it.
Puchalski	Let me I need to make the two points here is that this is obvious things that go without saying, but this is important. There _____ us as well. The first is that according to _____ put together these minutes for today. We're gonna have to talk about it next time. But obviously, anything we talk about during the board meetings is confidential. And so _____ for the two of us as well. And then _____ try to making sure that we made decisions at this board meeting that are in the best interest of the practice _____. That's important for _____ to do that as well. But we've got to try and do this what's good for the practice _____. Okay. And the entire, this is an idea that I would like to _____ and it's basically there is _____ mixed compliance with the shirt and tie and dress code that we have. And some folks feel that it's too much to have ties at times. Sometimes when I go work out early in the morning, it is difficult for me to bring all this stuff there. And sometimes I'll bring a shirt like this and a pair of pants _____ and provided that we're okay with that. What I'll like to propose is that we have a balance basically that you get the ability not to wear a tie _____ has to do. But the trade off there is that you can change to

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	_____ and that you contribute. And _____ to do that contribute a lump sum or you can contribute a daily based on _____. There's similar programs in larger corporations where there's a casual Friday if yo contribute to a charity or you can contribute to the company and since it's along that same idea. Ross.
Dyce	I mean, I always wear a shirt and tie. I don't know if I want to penalize someone for doing it, particularly living in the South and particularly when ties have been found to be not sanitary. I just don't think we should kind of start penalizing folks, financially even for one dollar to contribute to the --
Puchalski	_____ penalize be able to give money to _____
Dyce	I mean its--
Puchalski	I submit a $1,000 to the foundation already.
Dyce	I mean it's still kind of _____ a penalty whether you to allow you to do it, you have to – I mean, we're in the South. It's kind of a golf shirt day, you know. Like all the um – I mean, I definitely prefer a shirt and tie, but it's just not, I mean, you know, all these studies here, I'm not saying you're suppose to wear a tie in clinical. You're not even supposed to wear long sleeves. So, that's _____.
Puchalski	You can just change it without that. I'm thinking there's a way to foster --
Dyce	And who's gonna—who will be the police for this? Are we gonna let the staff report us?
Puchalski	No.
Dyce	Because that'll probably be the only way to do it.
Puchalski	Well, no. The way to do this is to mutual consent kind of enforcement. So, you mutually consent to doing this and there's not an enforcement – it's being done any way. I think it's frankly easier for someone to say, okay, listen. I'm doing this any way. I'm just gonna go ahead and make a donation to a foundation. And by doing that _____ the practice and what _____ able to do the collar and shirt go free. The dress code would still be that you could wear T-shirt, for instance. You could wear a T-shirt or jeans or sneakers. I mean, we would still follow a dress code. But if you wanted to go relaxed and wear a golf shirt instead of a shirt and tie, then you could do that.
Dyce	What happens if you're coming from the OR? Do you have to change out of your scrubs?
Puchalski	No. We've always had that rule. It still says that in _____. OR _____. That's always been _____. The way we've _____ is very _____.
Dyce	But there's no financial penalty for not doing it.
Puchalski	_____.
Dyce	You don't have to give to the foundation if you don't want to.
Puchalski	_____
Dyce	No, not if you're wearing a golf shirt, you don't have to give to the foundation.
Puchalski	Well if you—yes. So you have to contribute to the foundation if you want to do something differently _____ we're not penalizing them _____ go ahead and do that and it's a way to foster donations to the foundation while still giving people the option of going away from the tie if they wish to do that _____ casual.

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	_____
Dyce	Not really. Not. really.
Puchalski	Which would you rather do?
Dyce	I don't know. Just any kind of financial anything at this point I think is a little – it could just be perceived as a little jab, like another rule. If we're going to give to this the foundation for this. If we want to dedicate a portion of our salary to the foundation for something else. The foundation is what now? That's for education for the staff and for what?
Puchalski	Well it isn't part of our conversation yesterday to give it – I'm sorry today, but so the foundation is something that we mentioned before meetings. We just recently formalized through a legal entity. _____ which members of the practice _____ can go ahead and contribute to the charity. Also, tax free. So it's a tax free – or it's a tax deductible contribution, excuse me. Also, pharmaceutical companies to a much _____ device, manufacturers, C-pack, _____ anybody else can contribute to the foundation. _____ manufacturer and we actually got a conference call this Wednesday after our meeting to try to put together a hearing and cooperative in South Carolina and try to organize with two other practices. And one of the benefits of that is that these companies that we go with can go ahead and make contributions that are tax deductible. So we have basically a foundation by which we can contribute. And so your _____, if you're willing, I'd like you to be the president of the corporation and therefore, be the individual that drools out the money from that corporation, from that shareholder organization. And we will all try to see what we can get individuals to contribute. And so my goal is if you want to accept this responsibility, the responsibility will need a champion for the foundation and try to see if you can get other individuals to try to contribute to it. The benefit would be that any money that we have there we can only use for education purposes. That means when we have physician practices, when we're doing education lunches, that means doing a _____. A lot of foundations do. Get a brochure I'm gonna try to put together to get you started so that you can have something. But it's something that you can go ahead and give people and say, instead of lunches, instead of this and instead of that, go ahead and contribute to our foundation and try to raise money for it. So today maybe we can go ahead and do those _____ for educational events. Does that make sense? And so are you willing to do that?
Dyce	Well, it's one of the things I sent to Bruce to have him look over for me so. Before I commit to anything, let me just, like I said, _____ close to Bruce and I just want to go over everything with him. See where we are and kind of go from there.
Puchalski	Okay. Conceptually.
Dyce	I think from what you're saying, I think it's a great concept.
Puchalski	Okay. Conceptually, no obligations. Are you willing to act in that capacity?
Dyce	Pending my discussions with Bruce, yes.
Puchalski	_____ trying to
Dyce	I'm sorry.
Puchalski	This is one way to go ahead and give money to the foundation is that individuals can go ahead and _____. In return for things that _____ more comfortable _____

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	foundation. Other practices _____ is very similar to this. Try to get _____ foundation. Practices that have our revenue also have tax where they contributed money to that and when it sold out, they kind of _____. _____ a fund for charity instead of just informally, you want to do this, you want to that. We have a charitable board or subcommittee. That's something else that I think we do at some point in the near future where we just put a certain amount of money to that. And we can make a requirement that people give to the foundation. But rather than do that, cause I agree with you, I think it is a difficult time necessarily mandate that somebody gives to a _____ foundation or _____ share or _____ for the practice or to the foundation. I think it would be nice for people to come up with ways where people _____. I'm gonna be wearing _____ shirts. So that's kind of my thought thinking. Well you think about it. If you don't like it, you might just throw in the _____ and that's fine. Recognize the consequence there is that the shirt and tie will be gone. _____ any opportunity to raise _____ foundation. Instead _____ go back _____ once you lose the tie thing. It's very difficult to go back to it. Okay. _____ just what we've always had in there for letter. But really it's getting the letters done. We've got to _____ with the hats that you wear _____ each team is three months behind on its letters. _____ I mean I _____ busy this _____ things. But there are days like Monday where he was very _____. Other days when _____ he does not come back here at all. I'm the last car out of here at six. And on Fridays when I'm gonna be operating I might come here and _____ at 4:30 we're done. The encouragement here is to try to see if ____ done _____.
Dyce	Yeah he said he does have administrative _____ to do.
Puchalski	Well he's got time in that after his OR _____
Dyce	He routinely finishes early in his OR?
Puchalski	Not this Monday, but other times, yes. He's generally out of here right at _____. _____ letter before clinic, during his clinic and _____ got into _____. You know, I routinely recall earlier in the practice when I would do letters on the weekends, in the evenings and what have you. I don't think he has to _____ busy schedule. So he's able to do that _____ to remind folks that the goal is to try to get letters out in a week.
Dyce	In a week. Yeah.
Puchalski	Frankly the practice lose that when it sends out a letter in three months. I would argue that at that point, just don't send it. And say, gosh, I'm sorry. It must have fell through the cracks. Cause if you send a letter in three months _____ that it takes three months to generate a letter back _____. I think it's hard demanding that. But I think it's good to remind folks that that's the goal through this. Would you agree?
Dyce	Yes. The only thing with the ah Danielle is still doing my charges. Sometimes I won't see her for a little while.
Puchalski	If you're recall _____
Dyce	I've been trying to send things with Stephanie sometimes. I just say take this and drop it off. She's always getting--
Puchalski	_____ things are getting across _____

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Dyce	Yeah.
Puchalski	We can't _____
Dyce	Yeah. I'm not arguing. I agree with you. I think we need to get letters out. And we need to get charges in.
Puchalski	Take home with you _____.
D	Those you can take home with you.
Puchalski	You can get it done at home maybe he's got to be home for dinner at you know, 5:00 o'clock. He's got to go pick up the children _____. That's fine. Maybe after the kids are in bed, he'll go ahead and _____ talking about realistically 20 minutes of work _____.
Dyce	Not three months worth.
Puchalski	Twice a week.
Dyce	Yeah. I get ya.
Puchalski	Now that he's three months behind, we're talking _____ now he's never gonna get to it.
Dyce	Never gonna do it. I'm with ya. I'm with ya. We should get--
Puchalski	_____ logged in, he's gets _____. And then you know what, there's his _____. Cause he's got a stack this high.
Dyce	Yeah.
Puchalski	It's all _____. And so it's _____
Dyce	And you can't change the charts.
Puchalski	It's just hard. You know, there's always _____ you can't, but it's just hard.
Dyce	You don't want to either. You don't want to go back three months and change the charts.
Puchalski	_____ and so you gotta try to do is foster this. I think this is a good way that he, in particular responds very well and just swallow the minors.
Dyce	Yeah. I think he'll be okay with it.
Puchalski	And we link this _____. Why we just get a _____ to his issues. What I asked him to come for is to give you _____ is I wanted to give you some of the insight into this issue with _____. And so I asked him to come to give you some thoughts _____ as well _____ about. But _____ for _____ I would you know _____ because _____ and so I think it would just be helpful for you to hear what I'm hearing. So _____. Hey
Ed	Hey are you?
Puchalski	How are you?
Dyce	Hey how are you?
Puchalski	Alright _____ going through things. So far so good, we're gonna take a break here, _____ one issue our handbook, so we're going to have to cut up the

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	agenda here, make room for you and then try to get back to the rest.
Ed	Okay.
Puchalski	Is our plan, so I was just explaining to Dr. Dyce here that I asked you to come because well for two reasons. One is that I'd like to go ahead as we transition with this Board meeting to make it a stable and if there are _____ on the agenda that are legal in nature. Let's say that it's ambulatory surgery center or it's the new recruitment of a new doctor _____ contract or it's something else, I think the Board would benefit from hearing any of the issues that present themselves from you because you can articulate them better than I can. And so _____ and so what I'd like _____ future is if there's any kind of a legal issue that's important that is complicated to have you come if you'd be willing to
Ed	Sure.
Puchalski	or at least _____ join by conference call as the corporate attorney, so that you can share some of the nuances you and I speak a lot. And I -- you can do a very good job of explaining things to me, but something's always lost a little bit in translation and so on some of these complicated issues I think _____. Theresa also _____ benefit of your speaking _____ all of this is usually brought out through me, so doing it this way might be a little bit better so that people can ask questions _____. So with that in mind, the second part of this was as I mentioned to you we had got this one issue where an attorney had sent a letter to you as corporate counsel of the practice and I have done the best that I have done to try to convey the contents of that letter and just my thoughts and your thoughts about that letter to Dr. Dyce. But I thought that this would be a reasonable thing for you to go ahead and just brief us on and give us your sense for -- so that we're all hearing the same thing and we get a sense for what's going on.
Dyce	Did I get that letter?
Puchalski	Um
Dyce	I don't think I saw the letter.
Ed	_____ got a copy, do you want to -- notes -- ya'll want to make a copy?
Puchalski	Yeah we can make a copy, you want to look at it or do you want a copy.
Dyce	It doesn't matter, I can look at it, I don't need a copy.
Ed	I'll give you -- you want me to just jump in and sort of give
Puchalski	Do you want to read it or do you want him to just go
Dyce	He can just go, I can kind of skim
Ed	I mean basically there's two letters. There's a follow-up letter I think that sort of softened it a little bit and I think the you know what I would say that there's you know I was thinking about this on the way over here you know how you know where to sort of start with this. Let me just say in the beginning I'm not trying to say anything to impugn Chad and I think that's ya'lls decision. I understand he's an excellent doctor and I'm not trying to in anyway say this is what you do or how you decide it, but this is more of a process in how the corporation should function and I think what I would say starting is I think the letter and it may be because of the lawyer's style or because he's an employment lawyer primarily and he's in there fighting for the employee's rights etc.

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	But it was very uncharacteristic of what that I normally see in terms of people starting a relationship. It was more characteristic of what I view as people when they're ending relationships and having problems or their fighting
Puchalski	Just the tone.
Ed	Just the tone and approach. And I think -- what I would say to you is and Orville just so cause I have had a lot of conversations with Bob about your legal stuff, but I would say the process that ought to work and I helped Bob you know sort of outline his thoughts that he sent over to Chad. But the process is this the Board's decision to vote somebody in. It's the Board and of course the two of you today the corporation is structured with the shareholder's function as the Board. They call it statutory closed corporation _____ be to make it a little less formal, but the reality of it is when this corporation makes decisions, the two of ya'll have to come together and formally and _____ consent vote for the decision for the company. So the decision to admit Chad and the decision of what it cost to buy in or typically Board functions, one of the things that I explained to Bob as we working through the shareholders agreement, not only this version that's on the table, but the version that ya'll signed. It was not my recommendation _____ in other words the agreement _____ design talks more about the exits, you know how you get out and what you do when you get out and there's a lot of good reasons for that. Some of the worst fights you have is when a family comes _____ and it's not the two of you talking or sitting and agreeing it's your heirs or a lawyer that sort of driving. And I can tell you the worst fight I've ever seen in the corporate context in litigation was a mistake in suing a company I'd been brought in by the CFO this wasn't a medical practice, but I was brought in by the CFO _____ was at the company, we didn't draw up the shareholders agreement, he died and his family sued the company and they've retained us as counsel to work through it, but it was a two year battle and it was all over money and it wasn't the original people at the table and it was a very what I would say an unscrupulous set of lawyers that were at the table representing family. But the point of it is there's a lot of good reasons for the agreement and defining your exits but going forward, whether you give everybody the exact same entrance, the exact same terms, it's my recommendation the Board maintain the flexibility, set the price because two years from now, three years from now, five years from now, you don't know what circumstances exist, you know it may be that there's something catastrophic to happen economically or there's more need for guaranties or whatever, but the Board has the capacity to say on a particular day for a particular shareholder this is what it costs to get into the company. The employment agreement that we have for Chad is what I refer to a shareholder track agreement and we do this a lot where somebody has been identified. They're no longer just sort of an employee, you've been identified as somebody that's moving towards admission into the company and there's a discussion of you being admitted to the company but it is very carefully defined in the agreement to say certain things have to occur and in Chad's agreement it says you have to be approved by the group, which means two of you vote. You have to sign a shareholders agreement which hasn't been -- I'm not aware of him being offered shareholders agreement and the third thing is and I put this in there very deliberately is you comply with any other requirements of the Board. And what that means -- or the group and that is the Board not to confuse ya'll but I think your current draft of an agreement you're going back to a regular Board, you're sort of -- at least the discussions we've had is that Bob contemplates with more physicians coming in you want to keep that centralized in a small group, not just everybody functions the Board. But you know he the flexibility was put up for the Board to put out any other conditions that they saw

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	you know that were necessary. Here I went back and looked in your agreement we had a stock purchase agreement that was just to memorialize this is the price, these are the shares and it went through some perfunctory language we normally have, but that defined your entrance into the group. Now the process I outlined for you that you conveyed to Chad was that these things need to occur and as of this day you're not technically a shareholder and the Board determines the price. That's the way it ought to function and that's the process we went down with you in a less formal way, but that as you add more shareholders I think that ought to become more formalized and more process oriented. The thing here, what I would say and I also shared with Bob, I think there's a disconnect in what's coming from Chad's attorney in this letter and I think you know when I first read it, I talked to Bob and I said I've never seen this letter that you an Orville wrote and I still haven't seen the letter that he references sometime back in June of 2008 and the conversations I had with Bob -- it's probably worth spending a few minutes on this about your entry, because when you first came to us we had done your original shareholders agreements. We had not set up the corporation. One of the things we did we explained to Bob is ya'll need to be a PA, you can't function as a regular corporation. I mean professionals in the medical profession have to be a PA where they have responsibility for their individual actions, your own malpractice and the way you deal with that issue _____ but I think your local attorney had just set it up as a corporation and the risk there is the court could set aside the company, and just disregard because it could be against public _____. We have a prohibition in South Carolina that physicians cannot practice behind corporations. In other words you can't protect yourself from liability with a corporate shield. A PA is formal corporation that the professionals that are providing services have responsibility for their actions their malpractice and so as individuals you're responsible to your patient if you do something, you commit something, you know sort of malpractice. So we cleaned that up and in the process you have _____ shareholder agreement and we started with that form and the shareholders agreement that you signed. But when Bob first started talking to me about doing that, one of the things he had relayed was, we're doing this thing with the buy-in, you know we're looking at the revenue and I think you're attorney had maybe recommended that that you didn't have to come in and make a purchase with after tax dollars, that the company was basically and the way articulate this is timing your entry into the company. And I said Bob ya'll can't go back I mean and Bob -- as we're talking about something we were kind of agreed from a point in time to another point and time the company's got to earn certain amount of revenue before you're formally admitted and I said Bob you can't go back and admit shares retroactively and I said it makes a huge mess legally and one of the problems you have is an S corporation. I mean if you retroactively issues share we haven't been issuing K1s in the same manner, you're going to mess up your S status and if you mess up the S status everybody has a tax problem. The corporation has a tax problem, the shareholders have tax problems. When I spoke with Austin he was on the same page, I mean he was telling you the same thing. So what we did and one of the reasons that we had you sign this little stock purchase agreement was if there ever is an audit there's a point and time defined of your entry and it's I think July 16th of 2008. Now ya'll had discussions, ya'll had dialogue, ya'll had conversations about money and I think there was an understanding you were gone be admitted. I mean I think Bob already said you're basically gonna be a shareholder. That formality that we put on top of that and when I explained to Bob at that point and time he had to be careful because what a lot of groups do is they'll just say okay we'll add an extra year or we'll measure a period of time, I don't think they go through the level of calculations that you go through and what I had sort of articulated to you was as long as you're having

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	conversations about this is the concept, this is how we're going to time this and this what I'm doing at that time you were the sole shareholder prior to Orville's entry and now it's two of you functioning as a Board you know two of you are shareholders, that the approach and even when the next shareholder comes in if you s till have those conversations you need to be clear that this doesn't mean you've been admitted to the company, this is a method of timing your entry into the company. It's a way of allowing the company to earn more or the other shareholders to draw more out in lieu of you taking after tax dollars. Now technically that's an audit list for the shareholder buying in and one of things and I'll come back to this letter, but one of the things that his lawyer did was just sort of perfectly you know put that down on paper so that the if the IRS ever sees it they can understand what you're trying to do is save him tax and if there were an issue made over that then Chad or anybody else they can potentially have a tax problem. I raised that to the lawyer and I don't think he cares. He said well that's alright we more worried about the money. But the thing that I'll tell you here if you go back and retroactively issue shares you're going to mess up your S status. Or you're going to create a significant issue. The thing that your current shareholders agreement has a provision -- I didn't look at this until this morning, but in anticipation of coming here we put a clause in the shareholder agreement with S corporations. That as shareholders and board members you don't do anything that's gone mess up the S corporation status or you can have responsibility for the economic consequences of the company, so that being said I can tell you as corporate counsel, you don't want to be retroactively issuing shares or K1s have already been issued and years have closed. Now coming back to the letter what he's saying the letter is Chad was promised this stuff and we need to reconcile and we need to verify and we want to see your financial information and he was made a shareholder on June 1, 2008. I mean I didn't realize this until this morning, that would be before you were made a shareholder. I mean you were made a shareholder on July 16th of 2008. It would violate the S corporation status, it would mess up the voting, everything that's been done to date. And what I tried to tell him is that hasn't occurred yet but it doesn't mean it's not gonna occur but I can't sit there and commit to you and tell you he's going to be admitted. I mean until the two of ya'll sit down and formerly vote you know I can't be making commitments to him. The thing I would tell you when I spoke with him and I would sort of view this letter is a little overbearing or a little over reaching pretty audacious in terms of what the lawyers say and we wanted this information, we want this financial information. As a shareholder in the company you have rights to financial information. As an employee of the company you don't necessarily have I mean the company can give you information but you can't demand it. And I think what he has done in his letter he's implying a contract. He's implying that you know Chad is now an owner and he's needs to reconcile his revenues. What I had hoped when I talked to him and it may just be this is his style, I mean I don't know cause he's sort of backed off in that second letter a little bit. But the thing I find problematic about the second letter is he's saying, first you say you're gonna do this and now you're saying your not. I mean I've never told him we're not gonna issue shares that ya'll are not gonna issue shares and I'm not sure you ever told him that, but I was careful to tell him was I can't -- I'm not gonna tell you certain things are gonna happen. I mean that's not my role as an attorney to say you know he's gonna be approved, he has been approved. I think as a practical matter it really is as far as Chad is concerned as a matter of trust and a matter of you know does he believe that you're gonna follow through on the concepts that you've articulated to him. That's what I would share with you, their concepts and everybody entering the company as a professional that's working for that company is gonna have an exchange of concepts, you'd be foolish not to. You'd be

	foolish not to understand what does it take to become an owner and what are my economic rights when I become an owner. And you ought to know that well in advance because you're working towards that. My recommendation I mean I think you've given Chad the right communication in terms of process and the formalities need to occur. But I think if you want to offer him something in terms of does he have a comfort that he's getting, what _____ promise, does he have a comfort that you're doing what you said you were gonna do. I'm assuming ya'll had these conversations and ya'll went through this process and ya'll got to a conclusion that was satisfactory, my recollection is you may have spoken with Austin in some _____ in terms in getting comfortable with the dollars and -- let me back up one second. I'm not a big fan of this approach of this buy-in, being that meticulously articulated with numbers and sweep okay. And I don't really really care what the number is and I don't even know what the number is, I don't know how ya'll got to the number and the thing I told you when you were doing Orville -- ya'll can have those conversations, but understand until we issue the shares it doesn't become -- he doesn't become a shareholder and we will define a number that you want an agreement. And that's what your agreement said. It says $50,000 at stock purchase agreement. And all this other stuff was a timing. It was a timing. Now the practical reality is cause you're an S corporation, if you're buying-in, if Chad's buying-in without after tax dollars, he's not writing a check out of his account for whatever this number ends up being ya'll are paying the tax on what stays in the company. I mean the shareholders paid the tax through their K1 so, it's not an elimination of tax. And it may be slight differential in rates and it might be slight benefit to him and it's clearly a benefit to the guy coming in. He doesn't have to come up with a bunch of cash, he doesn't have to borrow money or pay with after tax dollars. But the government still taxing the same amount of revenue and that's why that thing about reconciliation came about with Austin. As far as a recommendation it may be _____idea to give him a sit down _____ and to give him if you want to go that far. I think it's up to ya'll in terms of what you do. His attorney has asked for a lot of detailed financial information. You don't owe that to him necessarily. Now he's implying that there's some sort of contract who gives him that right. Your contracts that are out there today but _____. His status as employee doesn't give him that right. When he becomes a shareholder he has a right to financial information. Now there's some companies that they limit how much they want their information to circulating out in the public. And there are a lot of reasons a lot of good reasons to maintain confidentiality of financial information. I've got a client that they know cause we told them that their shareholders have to be given their audit report every year. Now ya'll probably don't do a formal audit. They don't want those audit reports circulating around in their families and their homes. And what they do is every year when they have a shareholders meeting this is about 35 shareholders they produce the audit report in the shareholders meeting and they allow them to come into the offices and review it. They allow them to sit down with their CFO and review it. They allow them to talk about financial information. They don't publish that stuff externally in hard copy. Ya'll can make the decision about how you want your financial _____.
Puchalski	Okay.
Ed	And if you want to bring Chad in _____ it's up to you whether the lawyer comes in and you may let him come in. But walking away with information in hard copy, that's something ya'll can say yes or no to. The thing that I would recommend that I know and I got a call from your attorney yesterday late and I was in a meeting, and so I'm gonna be calling him back to talk about your current draft of the shareholder's agreement. I think

	he has some questions but, you know my recommendation is ya'll decide what you're gonna do with that. Because the shareholders agreement that you have on the table now has to be amended to admit the next person. And I think what you're proposing and what you've produced for Orville is a much more defining process in terms of governance, in terms of position, reservation of rights to you and the economic rights to you. You know certain reservation of rights to you in Hartsfield. A lot on this stuff on about where you have to live. My recommendation is ya'll have to agree upon that. I mean ya'll are the two shareholders on the board. That is also going back to a formal board, not just the shareholders acting as a board, which means that becomes more centralized it stays a smaller group as the number of shareholders grow. Ya'll agree upon that and what you're going to do with that first and then we go through a very formal process with Chad in terms of he execute the same sort of stock purchase agreements you did, just a defining form so you don't have all this stuff scrambling around about the sweep accounts and the revenues and those audit issues. He's presented with I think there's a new employment agreement, it's been modified a little bit, but technically the agreement he has now will transition over into the same agreement ya'll have that he presented with the shareholders agreement -- the employment agreement and a stock purchase agreement and then we put a formal board vote in and define that purchase price. In other words say 50,000 number or whatever number ya'll come up with. And in the meantime try to relay to him that this is all going to come about and this is all gonna be done fairly and this is all gonna be done consistently with the way the two ya'll have done it and the other thing would be that if you can bonus him and compensate him however you want.
Puchalski	We're actually paying him $546,000 over his contract right now. We did that out of good will because that's the same process that _____ did when Dr. Dyce was coming through. And so but we're bonus _____ at him right now 546 _____. And I appreciate -- I thought it would be helpful for Dr. Dyce -- Orville here just to -- what I'm hearing from you. But just as an update for the board and from everybody here. I get a sense – I've sent two emails, 3 text messages and a phone call as well as _____ clinic twice with Dr. _____ and I might as well have H1N1 and _____ around him, I mean _____ avoid me. And so there is -- I think there's an attempt to do -- to follow your advice and you've given it to me and I've tried. But there may be another dynamic here that we're not aware of, but or invention here, maybe there's not, but I sent those two emails asking for a meeting in person, I sent a text message on Saturday morning, one on Sunday morning, got something back Sunday night that said can't meet, I'll you know can I find some other time. Called him last night and with an attitude he's basically you know we'll meet when I feel like it -- we should meet. That's generally the _____. But you know I will certainly try to do that. I'm trying to follow your advice.
Ed	The one thing I did not like about the conversation with the attorney and I'm not trying to bash attorneys because I mean we're all big boys, we know how to negotiate, we know how to push issues for our clients and we know how to operate without getting our feelings hurt, but the thing that I did not like is – I mean the letter appeared more like the letters we see when we're fighting over corporate companies – you know and we've done that and we do that and that's you know something my job on the front end is to try to structure something that not only serves your governance and expectations but prevents these fights and they can be very ugly and expensive fights and if you've got a lot coming through this company, that potential also exists. The thing I did not like about the letter was when I stopped him to say – well what letter are you talking about and he

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	described the letter and he's very quick to say and that's when he was made shareholder. And then I said well you know this is what they've got and I said what shareholders agreement were you talking about and he's looking at a draft version 7. Ya'll signed version 10 of the agreement and of course we're now on version 34 or whatever, but the thing that when I pointed him -- I mean he was very quick to say you promised him this, he did this he's performed and now you owe him this and I'm not and I said I don't have any expectations of these -- they're not gonna fulfil the things they've articulated but their concept but when I got the point of what his employment agreement says – I mean it was very much you said these things, you've got to do these things and this is the way it is, but as soon as I said this is what his employment agreement says he was very quick to say I _____ agreement. And to me that's somebody that's not listening, they're just saying this is what we want, this is what I want. And I don't know where that's coming from, and I don't know why but I can tell you if I were representing a physician and talking to a group, I'd do more in the way of inquiring and trying to understand, what are ya'll doing, why are you doing, how are you doing it and then let me make sure my client's getting what he's suppose to be getting, but there was very little of let me understand. It was let me tell you what we need and I think you know that's part of the disconnect and I think you know to the extent ya'll are trying to bridge that with Chad or try to bridge it you know I can try to bridge it with his attorney but I think what you communicate _____ need to be communicate in terms of this is the process and we're gonna do what we said we're gonna do.
Puchalski	And I will try to _____ as a commitment on our end to make good on that _____ and I feel the need to speak with him just so I can kind of get some personal conversation going, but I don't know that he would want a spat to occur. I don't know that he wants that right now and it might be that he just needs time or he's displacing anxiety. But in the interest of time here, we've only got seven minutes and Dr. Dyce has to leave at 8:30.
Ed	Okay.
Puchalski	Are there some questions that you have or any other -- obviously _____ longer time -- any questions that you have for Ed.
Dyce	No, none right now.
Puchalski	So about this issue, was it beneficial to kind of hear from Ed on this issue and legal issues in the future.
Dyce	Sure. Sure. And you said I can get a copy of that.
Ed	Yeah ya'll can keep those if
Puchalski	_____ eventually and we've already mentioned this once earlier in the meeting, anything we have here is confidential right? Because nowhere else _____ just for your eyes that's important. _____ But yes absolutely _____ copy please. _____ not leave it in the car, or my concern to be honest is that you leave it in the nurse's station or something like that.
Ed	Now I did relay his attorney. He reflects on the second letter because I think what you had told me was _____ attorney _____ anything because whatever conversation you had were coming back as if they were contracts and they were coming back _____ commitment. But I finally did tell him, because he it was clear to me that the attorney is concerned about the money. He is concerned about reconciling the money and I think that that may be a properly more a role for Austin and your level

	of concern about how far we let our financial information you know go into beyond the board and company. But the thing that I did tell him was because he didn't understand why that -- something wasn't being done today. So I finally just said look there's a new shareholders agreement being discussed. There's a new shareholders agreement on the table and you need to wait because they're going to produce a shareholders agreement for Chad to sign. And so he seemed to understand that. So that's his reference in there about the negotiation. But you know I did disclose that much to him only because it seemed to fuel the lawyer's anxiety not knowing why we couldn't say they're gonna do this next week, they're gonna do this the following week.
Dyce	As a parting question for advice and _____. Given the fact that this can go any way and that we're not getting any _____ what is your recommendation to us as to what we should savor in other words, when I speak with him my hope is to try to make him feel better from a shareholder's perspective and as I did in the email to try to encourage him to be patient. In doing that though am I providing some legal _____ if he were to be going -- if he's made a _____ decision to go in a different direction and _____ facing _____ do we _____ in other words can should I say encouraging words, or is that the bad thing to do?
Ed	If there's no reluctance to make him a shareholder, then the _____ I think you would just carefully say to him that there's a formal process and that will be done but we want you to understand that we're _____ with this. I think we could relate or may mail a thought to you about your process of being comfortable with the resolution _____. And I think both of you should sit down and talk to him. And just say look, we've got to finish some corporate stuff and then we're going to come back to you and you're not going to be you know and I would approach anything recommending that he can have _____ when the day comes. I mean I would sort of posture the reconciliation of the economic concept and I look forward _____ of when he's admitted the company that maybe you let Austin sit down with him and you all go over it and he can make sure that he was treated fairly and _____ squares with everything you told him would be coming but you're not making contractual commitments to him and that's the disconnect between what those lawyers will try _____. I think you ought to reach out to him and try to bring him some comfort but still _____ I hope he doesn't
Dyce	Thank you. Thanks for coming. _____
Ed	_____ fighting to get here.
	_____ come back to _____ (several talking at once – inaudible)
Dyce	_____ I'm not believing this.
Ed	I'll be sure to _____
Dyce	Sounds good.
Ed	It seems to be going very well and we're getting a lot done. Would you be amenable to having _____ or somebody call us _____?
Dyce	Um, sure.
Ed	OK. _____ try to get through this _____
Dyce	No, nothing.

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Ed	Thank you for _____. I got a conference call _____ shareholders meeting so if you could get me that between the shareholders _____
Dyce	Yeah, that I know.
Ed	Six to seven. _____
Dyce	OK.
Ed	_____ so if you could please allow me to go through the contract and just give you my thoughts and give you that time _____ I think
Dyce	Sure.
Ed	it would be very helpful for us. And then hopefully Bruce can bring comments there to have and I'm not going to get any other train of thought. _____ try to get this ____ through but I wanted it you know so you could kinda hear _____.
Dyce	OK.
Ed	The thought I had yesterday _____ describe it is it _____ interesting _____
Dyce	No, no. Not really.
Ed	You are getting some _____
Dyce	I'm not _____
Ed	You're getting very positive
Dyce	I'm getting very positive signals from him.
Ed	I know _____ perhaps you know that I try to navigate this as _____ my ___ concern is that I want to try to get _____ you to speak to him. I want you to encourage him to speak _____.
Dyce	Sure. I can do that. Thank you. You didn't have to do _____ I don't like ___ no, no no no, this is yours now. I'm good, I'm good. Actually I have to use the restroom.
Female	_____ gonna get one. She's _____.
Dyce	OK. No, I'm good. _____, OK.
Female	Otherwise
Dyce	I will try.
Ed	Go to the next thing _____.
Dyce	What I'd love to do is just to talk to you about this malpractice insurance. _____. This could go out for signature me to get a quote _____ and apparently _____ a reluctance to sign it. That's also from my standpoint, that's also with Bruce. _____ _____ Why don't you go ahead and give us the ____? _____ What I'd like for you to do is _____ through this and obviously _____ practice for the past _____ and it's all _____ a new doctor _____ basis and _____ ability to switch _____ I think you know that _____ is also a concern _____ and they don't count the funds in proportion to _____ and that _____
Female	Well, it looks like _____, which is Medical Protective Services. They're definitely

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	offering the same limits for a much better rate. If you look to the bottom of the sheet, you're gonna be saving just in premium almost $30,000 a year because we do have 50% discount with Dr. Powell, which _____ and _____ do not offer any discounts not unless you were to take a risk management class, which is _____ it's 50%.
Dyce	2% of what period of time?
Female	Just _____. Medical Op has some advantages and the first being we can set up cases without the consent of the _____. We cannot set up any cases without consulting the _____ first. _____ that was what Dr. Puchalski really wanted and I did do some research just to see how _____ the A++ rating, which is the highest rating that they can get. I just put a little blurb here that the entity limits are not shared. Right now they're shared with the physicians, so now we used to have instant coverage _____ is you know 193 million. Now if there is a case against a doctor and against the practice, it's gonna be shared but here they're separate so I guess that gives you more coverage for a lot less money. See what I'm saying?
Dyce	No.
Female	OK. If there's a case against Dr. Puchalski and the practice, the limit is only gonna be 1 million/3 million, and that is right. If, if – and that's it. That's gonna be it. With Med Pro, the same situation a case against Dr. Puchalski and the practice, it's actually gonna be 2 million/6 million, because you've got entity insurance and physician insurance. It's separate. _____ over sharing.
Dyce	Could you comment, please, what about this is premiums _____?
Female	_____ premiums are much lower. I was told not to look for that. _____ it does go up and up and up, but it's not as good I understand insurance.
Dyce	Physicians _____ right now or in the future that we _____
Female	Right _____.
Dyce	So any questions for him?
Female	____
Dyce	You're good, so _____
Female	Yes. _____
Dyce	_____ Now why is this one so much less expense? I thought when you initially signed up a couple years back, _____ signing up for _____ You were saying it's the least expensive one _____.
Female	You're probably used to _____
Dyce	At one time _____ it's a national _____ of doctors _____ These national ones _____ maybe you get two years or three years after _____ so that it's actually _____ expires _____ so anything that we _____ now is _____. _____ So it's _____ insurance claims so we get an influx of insurance _____. That's good _____ is that not a lot of insurance companies _____ and if you are a mutual insurance company, then _____ and basically you have to pay the last year's expenses _____ and premiums that _____. So _____ has to raise its rights because it has to base its rates with what the payouts were the year before. And we got a policy there the doctors can't go ahead and say no settlement, so then you settle, drive up the rates basically, and make themselves less

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	competitive. That's why the margin's gone up. Another insurance company that's corporate can say well, we're gonna go ahead and _____ our payments to what we think they're going to be and to be _____. (much background noise – inaudible)
Female	_____ final _____
Dyce	_____.
Female	Thank you.
Dyce	_____
Female	_____
Ed	You have a _____ malpractice insurance and there is _____. But I think that this is an opportunity for us to save money _____. And so we've already signed a letter _____ the malpractice and so we've all _____ go ahead and save this money. Are you okay with doing that?
Dyce	I'm supposed to speak to Bruce. Let me just talk to him and I can get to you probably later on today.
Puchalski:	OK. Can I make a comment just
Dyce:	Sure.
Puchalski:	_____ talk to Bruce, I can't imagine anything contractually or anything else that would offend this -- it's the same thing it's a _____ policy or _____ policy [inaudible] currently have so it just kind of switches over.
Dyce:	Okay
Puchalski:	_____ helps at all in your discussions. In other words in can't necessarily be _____ anything else.
Dyce:	Okay.
Puchalski:	It's switching the apple _____ which _____ cheaper apple.
Dyce:	Okay.
Puchalski:	It doesn't necessarily affect _____. So we'll hear from you then by email perhaps.
Dyce:	Yeah.
Puchalski:	Let's go ahead and put that in the minutes.
????	[inaudible]
Puchalski:	We want to talk about that and update about that clearly that's not part of SCENT, _____ that's SCENT land holdings, but it's affecting SCENT and it's affecting SCENT because we have now funneled $300,000 in SCENT _____.
Dyce:	Go ahead.
Puchalski:	So we now funnel $300,000 _____ SCENT land holdings so it becomes a SCENT issue. And so, as soon as the loan closes the loan will pay off SCENT for its contributions to SCENT land holdings and make SCENT land holdings whole. So SCENT land holdings as of this date certainly doesn't have the capital and SCENT doesn't have the capital to keep that building going. And so you are going to speak to

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	Bruce to see whether or not things were okay and whether or not he felt comfortable with you and you felt with comfortable with moving ahead with the closing and I'm hoping that we've had _____ we've got another bill coming from Charlie in an amount that we don't know of yet, but the amount is going to get more and more expensive as _____.
Dyce:	Um yeah I did speak to Bruce. He was still leaning towards holding off. He says you know what you need to do whatever you need to do to get the operations done. But he wanted to talk to Ed again and that's why he was trying to get a hold of him yesterday. So he wanted to talk to Ed before we move forward. So I can talk to him about that. I should be speaking to him today.
Puchalski:	Good. Just so we have a sense for where that is could -- is there any -- any timeline or anything you can do to make this feel more less anxious about _____ current situation?
Dyce:	Well I'm hoping that by today. If he actually talks to Ed I can talk to him. I should have time today.
Puchalski:	Okay. And do you think that's gonna resolve the issue and allow us to go forward or you think that's gonna be something that's gonna be a continual process?
Dyce:	I mean I don't know for sure, but what I can tell you is he was leaning towards saying you know keep the operations of practice the way they are. But you know he was gonna give me the final word after he spoke to Ed.
Puchalski:	Okay, so make an email today as well?
Dyce:	That's what I'm hoping.
Puchalski:	Okay, _____ let's try to do that _____. Okay and then we close. For that closing that's a SCENT land holdings issue so we don't necessarily well yes we decide the loan so _____ personally guarantee that. But Amy and Jaime need to be there and I think does Jaime _____ notice of that?
Female:	_____just because the dates are back and forth.
Puchalski:	Jaime's not going out of town by chance is she.
Dyce:	I don't know.
Puchalski:	I'm leaving next Wednesday for Winter break for the kids and so I'm very much hoping that we can close before Wednesday, because then we won't be able close until the following Wednesday.
Female:	inaudible
Puchalski:	So we've got to coordinate that. If things are looking like their close could you please put -- or let Jaime know.
Dyce:	Okay.
Puchalski:	It's coming up _____. It'll be a short notice, it'll be depending on when the attorney and everyone else can get together. But we'll just try to get in before that Wednesday, so that we can close if possible. And she'll have to be there and Amy will have to be there. I was going to do -- is I'd like to take them through the building as well, just so if the IRS ever asks they don't you know they can say that they're involved.

Female:	inaudible
Puchalski:	Yes and _____ kind of get _____ so we'll do that. Okay now now _____ handbook is we're gonna get _____ talk to Jaime
Dyce:	Yeah.
Puchalski:	_____ talk to Jaime
Dyce:	Bruce.
Puchalski:	About our handbook.
Female:	inaudible. Labor day time.
Dyce:	Oh yeah that's my number one talk to Jaime about the
Puchalski:	So same thing email back.
Dyce:	Yeah.
Puchalski:	So we've got three email _____. Alright new schedule. I've gotten most of the things in line here. We don't have all of them.
Female:	That's the last number 10
Puchalski:	inaudible
Female:	I think I _____
Puchalski:	So if you pull up the second page we have a list of outstanding issues _____ schedule. You see down there? _____?
Dyce:	Yeah I'm looking.
Puchalski:	I'm gonna check them off here as we go. Sheila Haskins we got Tuesday AM she's only gonna be there from 8:30 to 12:30. You're probably gonna run a little late at the 12:30 _____ so she's just not gonna be there for the first half hour, you're okay with that? She's gonna be there every other week. So that worked out fine. On Wednesday two rooms I think we've got all of -- all the _____ in place. It has go through the meetings. It has to go through surgical services which Tommy is the Chair, he's _____ it. And then it's got to go through Chief of Surgery the Department of Surgery and Ed's aware and he's for it, but he's got concerns about having to working in the same day with Joe, but I think he's gonna be supported and ultimately I think if we show up for that meeting I think we're gonna be able to prevail that day. Joe most importantly is okay switching to get out of Wednesday. _____ got those two rooms on Wednesday _____ not gonna _____ next to that. There's Donny's perception, I'll have to talk with him. I'm surprised he hasn't approached me yet, giving your decreased volume on Tuesday already _____. Okay, I think we just have to have the same thought, which is that we're doing some more cases over there and I think just keep it vague, I will have a discussion with him if we approve this schedule shortly after _____ so that he is not totally surprised by what happened to the schedule. My concern quite frankly is that he might enter into the debate and Chief the Department of Surgery _____. But we're gonna keep Wednesday _____. I'm gonna switch that to 7:00 _____ we're gonna have _____ 7:30. But we'll keep that meeting. We're gonna switch the Board meeting to Tuesday AM, is that gonna work out for us?

Dyce:	Yeah I'm fine.
Puchalski:	Okay.
Dyce:	At what time?
Puchalski:	Sorry?
Dyce:	7 AM.
Puchalski:	_____ I have to run _____ this _____ beforehand.
Dyce:	Well I have to run _____ Carolina Pines beforehand too.
Puchalski:	So _____ depends on that. _____ get out of there. _____ have to work out, just reminding you again.
Dyce:	Yeah I spoke to him already and he's looking into it.
Puchalski:	Okay. And then there's Ms. Stephanie in Hartsfield for four days. _____ topic _____ push back. So that's _____ be overcome I think with financial things, but we'll have to _____ that through, but we'll get _____ through. Hopefully she's gonna be there, just might be a period of unhappiness again for a short period of time over there. I think it's important
Dyce:	Alright.
Puchalski:	I think it's important if you talk to her or if
Dyce:	I've spoken to her she wants me to promise her more money, I can't do that.
Puchalski:	She told you what?
Dyce:	She's like you got to pay to play. You know how Steph is. So.
Puchalski:	_____ through.
Dyce:	I do, so that's why I don't really have those discussions with her.
Puchalski:	Just keep directing her back through. But she's uh
Dyce:	I do.
Puchalski:	She's _____ has she had any other discussions with you about
Dyce:	No. She's just -- she again is is just she said she keeps saying I haven't seen the schedule, I don't know what it holds for me.
Puchalski:	Well we can _____ from everybody but the bottom line is that we need to be sensitive to all that, but it's gonna get decided here and then go out. That's the way the practice has to run. And I've shared things _____ look at the schedule really _____ numerous things. We're gonna have some we're gonna have some issues to move through _____. _____ working on Saturday. We have to work through that _____ discuss that, you know how we're gonna _____ that. But this was not expected until recently and so
Dyce:	What was not expected.
Puchalski:	Ms. Steph four days at Hartsfield. But it's absolutely required. There's no other way to make that work in order for us to go ahead and try to get things going and this meeting's about what's good for the practice. But I'll just take a one small divergence and say that it's important to get you that half day. _____ has that half day. _____

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	will have that half day. And it's important to have you have that half day. I think it will be a lot easier once we have another doctor _____. So you've got a chance to review this and so we need to kind of move on the schedule. And so changing it this way do you see any other concerns that you have with this? Are you ready to move forward with this.
Dyce:	What do you mean move forward? I do worry about staff.
Puchalski:	Yeah.
Dyce:	I mean I know it's ultimately our decision, but I don't think it was coincidence that what's her name left. That Robin's leaving. You know and I just kind of get a sense of where people are going. I think you know we may be underestimating how negatively it will impact morality and morale.
Puchalski:	Which _____.
Dyce:	Having them run around more, work in sites that are further away from them and _____ for Saturday.
Puchalski:	They're not gonna work anymore sites. They're not gonna run around
Dyce:	Stephanie is now in Hartsfield on four days a week, you know that kind of thing.
Puchalski:	_____ if we only
Dyce:	Steph Cutterson.
Puchalski:	The only reason that Steph Tetterson is four days is to accommodate your
Dyce:	I know -- I'm not saying I understand why, I'm just saying
Puchalski:	Originally I had it even between and Danielle.
Dyce:	I know I'm just saying don't underestimate how much morale is low. Particularly right now. Like people aren't smiling as much as they are when I walk around, people aren't joking as much.
Puchalski:	Okay. I think that's fair.
Dyce:	Folks are leaving Hartsfield at 6 6:30 and driving back. They don't say anything but I know. You can kind of tell.
Puchalski:	Hartsfield on Monday's are
Dyce:	Hartsfield on Monday's
Puchalski:	I think the important thing for us to do is to try to convey the positive things about the schedule, because they're done for good reasons. But we can't do that _____ schedule.
Dyce:	Okay.
Puchalski:	If we _____ the schedule, one thing that he could point out and that we should point out is that if he wants to fix the overloading issue in Hartsfield we provide more spots, you follow me? _____
Dyce:	Yeah.
Puchalski:	And so in the new schedule there's gonna be more spots because Dr. _____ coming out. And so I think it's important for you to kind of convey that. For all of us to

	convey that wouldn't you agree.
Dyce:	Yeah I mean I -- I think they'll feel it more than see it. So you could tell them anything if they still perceive that they're working harder.
Puchalski:	[talking at same time his part inaudible]
Dyce:	They're work harder.
Puchalski:	_____ way. _____ business.
Dyce:	I don't
Puchalski:	_____ business the only thing you can do is increase capacity and that's what the new schedule is allowing for. And so hopefully we can kind of _____. I think Stephanie is gonna be okay in my discussions with her. But please remember that the last time we had an issue with Stephanie her MO was to try to avoid the fight and to say one thing to us and then to go to the other docs and to try to see if she could affect a change through that and obviously we can't allow that to happen, so just keep _____ her over. If she brings up something and we'll work things out. The good thing is that she's motivated certainly by a _____
Dyce:	Okay.
Puchalski:	So _____
Dyce:	That's fine.
Puchalski:	inaudible
Dyce:	Just had a administrative locker says Dyce AM obviously it switches to Wednesday Dyce PM.
Puchalski:	_____ I'll look through _____. I got _____ some things so we're gonna do that. Dr. Paul -- Dr. Paul is gonna be every other Thursday, just so you're aware as well. And it will be the Thursday that she's not working a Saturday _____ worked out with her. She'll be every other Thursday. Okay. _____ schedule.
Dyce:	So what days did she want off?
Puchalski:	Dr. Paul came on with the thoughts of two days off. Wednesdays and Thursdays and the plan was for her to go ahead and meet and do four hours of overtime or aftertime -- after hours work. And so what she was gonna do was Tuesday evening every week and do Saturday morning every other. What that's dwindled down to is that she does 20 I think she does 22 or 24 Saturdays in a year. Two week a month and then we decided not to follow through on evenings _____ same time. For some of the reasons that you mentioned earlier. But our contract was written in a way that if we decided as a practice not to do the evening hours that she'd have to make up that time with twice the amount of time during the day. And so that would translate into _____ afternoon for four hours. But she is -- she's not motivated by money, _____ time, having time off. She's got _____ basically what we've come up with is compromise where she does this. She's willing to do more on Saturday but we're not willing to do that because we're concerned about the effect that it would have on the staff. So _____ issue between what Dr. Paul wants and the staff wants _____ fair?
Dyce:	Okay.

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Puchalski:	_____ amounts to. Let me address the comment you made earlier though. Do you get a sense that – has Robin told you something.
Dyce:	No, I said so what are you doing and she just said I'm just gonna spend time with my kids. And you know when I think back in minor actions with Robin finishing speech and _____ clinic at you know 5:30, 6 and Darren is sitting out here and she's like you know this is great and I'm gonna hang out with Darren and I _____. Like if you're kids had to wait for you until 5:30, 6:00 in a doctor's office while they just kind of make themselves busy, and I was just thinking how screwed up would that be. And you know you kind of it was just the way she said it in her voice. She never said anything negative she never – she was like no no you know I've done it long enough it's just time to we've ran the numbers and it's just time you know essentially she said _____.
Puchalski:	It's been an ongoing thing for a while and she's been very straightforward
Dyce:	I don't think there's any ulterior motive on her part or any negativity towards the practice.
Puchalski:	_____ been overwhelmingly positive in how she's done this.
Dyce:	Oh she has been. There's been nothing negative. Do not take away from this conversation. I think she's just burned out.
Puchalski:	Yeah no
Dyce:	Like I mean I don't think it's any there's no negative connotations or I don't think she intended any negative connotations, but just looking at her and I can get a sense of kind of _____ from people, that's just a sense I got.
Puchalski:	_____ coincidental?
Dyce:	No, I think the constant changing of schedules, the constant you're not going here, you're not going there, I think it wears on people and just the general mood when you're doing clinic and you're seeing 20 or 30 or 40 whatever is the numbers in clinic it's pretty much everywhere you know, it's like, it's still some joking but it's not the same kind of overwhelming positive everyday with a couple _____ negative days there. It's kind of just a general mood you know.
Puchalski:	Fair fair. But just another comment on that. I think it's better than it was before. The fact that we have driving around is completely not beneficial to the practice, for so many ways, I _____ enumerate. But it's an extra expense for us (unintelligible dialogue and static) every, there've been efforts, numerous efforts to try to break this down and to do things a different way. So, in _____ will continue to be, but I do think the _____ _____ to cut it.
Dyce:	Okay, well that's fine, you guys probably have a better pulse on that than I do. It's just kinda what I see and it could be the winter. (unintelligible) I got a couple people NPO so I wanna kinda get to them in a little bit.
Puchalski:	Next thing. Campbell requested _____ we have some _____ _____
Female voice:	(Unintelligible)
Puchalski:	So, um, here's a quote. We got this to the forehand, uh, it's basically 34 for 2 if we go ahead and get used, or it's 17 for one. We have one that we're loaning right now, so we could just put it in another one in and get it for 17 now and get another one. Now, I need

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	board approval to buy them. We can lease them instead of purchasing it, but I think it makes much more sense to go ahead and buy them rather than leasing them. Are you in a position where you're okay with us moving forward on a $17,000 purchase for just one bed at _____.
Dyce(?)	I want a $17,000 purchase for one bed on Hartsfield.
Puchalski:	Equipment for one bed for Hartsfield.
Male voice:	Yeah, Cet can do that, um, and then the rest will be pending discussion with _____ again, like he has all that. It looks like you want more than the one that, you'll eventually want more than one.
Male voice:	(Unintelligible)
Puchalski:	So, you're okay with this one?
Dyce(?)	Okay _____.
Puchalski:	Okay, let's move forward on one unit.
Dyce(?)	And was that the, the same invoice that I got sent earlier?
Puchalski:	Yes, the 34.
Dyce(?)	Okay.
Male voice:	There was one that was for 40, that's a new one. 34 is the refurbished one.
Dyce(?)	Okay. Can I send that to him just to look over too? You don't have to give it to me right now.
Puchalski:	You want to do the _____ but you're okay with _____?
Dyce(?)	Yeah, on the $17,000.
Puchalski:	_____ capital investments _____ equipment holdings, um, we've got two options here. So there was time when this made all the sense in the world _____ but basically the premise is this. We put all of our equipment into a separate corporation that's owned by the wives, if we're sued we have nothing nothing to sue, they can't get this _____ because it's not owned by us, so if they sue the corporation they can't get to it. _____ So, right now Stetland Holdings has three _____ solely assets
Dyce(?)	Equipment holdings...
Puchalski:	Separate holdings, has three CT scanners and that's its only assets. But it's becoming, it very painful to try to go ahead and coordinate what's gonna, what's gonna have to happen to make this work. If we wanted to buy something, let's say we wanted to buy this equipment for $17,000. The way we would have to do this is we would have to have (unintelligible - lots of static) a fair market value lease _____ so we'd have to pay them this lease amount for $2,000 in order to make it happen. What would happen is, _____ would always get a little bit of a profit because the lease amount's gonna be higher. But we could theoretically use that for retirement stuff and everything else, but it's becoming a real big issue every time it comes up. It's like we don't have time to do it and it's become more trouble than it's worth. So, I talked to Austin about this as well. There've been no sweeps from _____ Holdings at all. All that's been done is money is being put into there and so unless we feel, we have three options and we can go ahead an keep going along this line and (static). Number two is that we can go ahead and just keep it status quo, keep the CT scanners on there but don't add any more, which is _____

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	what we've been doing. Or number three, we can just flip it, take the money that's in there, divide it up between Amy and Jamie and just kill _____ Holdings, keep all the equipment under _____. And frankly I'm motivated probably to items b or c, to options b or c at this point.
Dyce(?)	Why?
Puchalski:	I understand the value of it and for legal protection in having that therer, but it's just painful to go ahead and get a fair market analysis or a lease term on every single one. It just so happens that we have a least term here because we want to explore that option, but every single thing that we have to purchase we have to ask for a lease term on it and then we'd have to go ahead and pay that least to send equipment holdings. (static) And so, what it does is we have to make sure that we incrementally increase the amount of the lease, and sometimes leases will end over a period, so you, someone's got to track the fact that this lease is going to end after a certain period of time, um, in other words, the lease on the CT scanners is fair market value now for five years, but after five years it's used equipment and the lease amount goes down. And so, basically you have equipment coming in at all different times, you've got to track that for when it expires, get new fair market value appraisals on it then because _____ transcation. We can't do anything that's inflated or deflated for that matter. It's got to be fair market value, and it's going to become very cumberson to keep up with that over time. I understand the value from the legal perspective, but I do think the value from a retirement thing is minimal. So I think the only benefit (static) and so my thoughts were (static). My thoughts are either get rid of it, or just leave the scanners in there. And, (static) needs to get access to the scanner _____. (extended silence)
Male voice:	Why don't leave that _____ (static) people moving, keys rattling, see you guys later, have a great day
Puchalski:	You too, and congratulations again.
Dyce:	Oh, yeah, I appreciate it. Hey, you doing okay? You guys doing okay? Robin you change your mind?
Robin:	(unintelligible)
Dyce:	Oh. Just checking. Hi! (movement and rustling noise) Hey, how are you?
Female:	Good, how are you?
Dyce:	Sounds of movement and rustling, keys clanking, urine hitting the commode, tape ends)

JAMIE KICKED OUT

Jamie	Yes, I'm here.
Bob	Hello?
Jamie	Yes Bob, I'm here. It's Jamie.
Bob	Hey. How are you guys? I think we are having some speaker issues here. Hold on let me try again. I'm going to try and fix this.
Chad	You got speaker issues, Bob? Are you with _____.
Bob	Bob Palchowski here. Teresa Williams is with me. We're in the legal office. _____ can everyone here me well?
Jamie:	I can hear you.
Bob	Chad, do you got me?
Ed	Yes
Bob	Excellent. Amy, are you on the phone? Why don't we give her a few minutes and try and see if we can get Amy here. Why _____ issues while we're waiting. The reason we'll take a minute _____ downtown Savannah _____. Hope that is well. And two, who do we have on the conference calls? _____ on the line
?	Yes I am.
Bob	Excellent, and Jamie, you're on the line as well.
Jamie	Yes, and Orville is with me.
Bob	Hello Orville
Orville	Hey. How are you?
Bob	_____, do you have other folks with you?
?	No.
Bob	And Ed, do you have any other folks with you?
Ed	No.
Bob	Give it a couple of minutes here.
Recording	Joining conference
Amy	Amy Palchowski
Bob	Hey Amy. How are you?
Amy	Hey. Great. I'm sorry.
Bob:	No worries. I think we've got everyone on the phone. Okay, guys, I don't think this will be too long. We're just going to go through _____
Morris	Well, Bob, before you do, I think it is worth noting that _____
Orville	Tell him we can't hear.

Jamie:	Bob, I can't hear anything.
Morris	I don't know what was going on with that line.
Jamie	Yeah, I can't hear anything.
Morris	Before we go anywhere, Bob, I think it's worth noting that it is our view that this is an improperly called meeting, as was the first one, and the fact on the line does not mean that we agree that this is a properly called meeting.
Bob	Thanks _____. Duly noted. We'll go ahead and start with an update. The first is _____ was made by one owner, and that was Amy
Morris	Under what authority? Under what authority, Bob?
Bob	Mr. _____, I am trying to run this meeting.
Morris	Yeah, and so if you're saying you made a capital call, we're entitled to know under what authority she made a capital call.
Ed	This is Ed Wright and I do think it is proper for Bob – I mean he has as a managing – as the manager of the _____, he has a right to direct meetings. I think you need to ask to be _____. First of all, it wasn't pursuant to the operating agreement.
Morris	_____ where.
Ed	He has the right under the operating agreement to call a meeting and it was called. If you want to _____ later, you can, but your objection was noted. I mean, we can have this conversation outside the meeting, but this is their meeting at the moment.
Morris	And we are entitled to know, we are entitled to know, under the provisions of the operating agreement, he said that the capital call was made under the operating, and we're entitled to know how, when the operating agreement doesn't authorize capital calls.
Ed	Well, the operating agreement doesn't have to specifically authorize capital calls. They have the right as members to vote upon that, and _____ the operating agreement that references _____ and clearly says you can be expelled if you don't have a properly _____ capital call and I think that _____ along with you in the past and to please provide any information and questions you had about the meeting, that if your objection was noted, but it is the company's position that the capital call is permissible and members voted on it, _____ reasons you didn't think it was proper and you haven't don't that to date.
Morris	Ed, I appreciate your giving us your advice as Bob's lawyer, but the operating
Bob	_____, I'm sorry, I'm going to interrupt for just a second. Thank you. Morris, I'm the manager of the company. Ed White is the corporate counsel for _____land Holdings. _____ I appreciate being on the meeting. I think it is absolutely important for you to be able to listen in. Please go ahead and continue listening in. I am going to go ahead and _____ with the meeting. It is certainly up to you if you don't want to _____, but I'd please ask that you go ahead and _____ corporate attorney afterwards. We're all very busy. Dr. Dyce has patients in the operating room. I have patients I need to see. Both Jamie and

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	Amy, I'm sure, are very busy with all the things they have to do. I promised a quick meeting. We have these things we need to go through and if you would please kindly listen
Morris:	Bob, _____ the idea here is we can listen, but we can't participate, even if the meeting is not called properly. We have a question, and you don't want to answer the question.
Bob	Morris, I'm going to go ahead and keep moving through this meeting as a manager. If you have issues with anything that's going on, I encourage you to please discuss this with corporate counsel.
Morris	For the record, we want to know then that we were not allowed to ask questions.
Bob	No I did not say that.
Morris	Then you're not answering the question.
Ed	You're not allowed to disrupt the meeting Morris. Let Bob proceed. Your objection was noted Morris.
Bob	Thank you. So the capital call was made by Amy. Thank you very much for making that, Amy. That was a $170,000 that was received by SCENT Land Holdings. The other $170,000 unfortunately was not received through Jamie Curley. We did go ahead and use her on the last meeting, the loan percent to cover the remainder of what was owned to the contractors, and that was paid off in full. So I'm happy to report that the original $340,000 or so dollars that were owed had been paid.
Morris	_____ I just paid it.
Bob	_____ the money, as I just said, Mr. Ellison, came from a $170,000 from Amy Pulchawski who made the capital call and then the other $170,000 was borrowed pursuant to the resolution that we had during our last land holding meeting.
Morris	I thought you said that loan was paid off.
Bob	So the money that was paid to – that was owed to the contractors was paid off.
Morris	But the money that the company, SCENT Land Holdings borrowed from SCENT was not repaid to SCENT?
Bob	No. so the money that was paid to the contractors. But it was owed to the contractors that were paid at the time we had. So the amount that we had in the balance was _____. So we need to go ahead and move forward. Obviously, the building has been laying _____. There's been some unfortunate events of vandalism. There's also questions in the community and the fact that our lease expires in 3 short months.
Morris	What lease?
Bob	The lease that SCENT has on its current space expires.
Morris	But that's not a lease with SCENT Land Holdings?
Bob	No sir, but our clients and SCENT Land Holdings, we are producing this building for a tenant and this tenant is SCENT in much the same way we did in Hartsville. We have been working very, very closely with SCENT to coordinate

	completion of the office space so that our client and the tenant SCENT can go ahead and smoothly continue their operations.
Morris	Is there is a lease between SCENT Land Holdings and SCENT?
Bob	There is a lease on the Hartsville building between SCENT Land Holdings and SCENT.
Morris	Is there a lease on this building?
Bob	There is a proposed lease that was sent to your client to review and it's very similar to the lease we currently have between SCENT Land Holdings and SCENT Hartsville building. All of this is done in the exact same fashion as it was done in the Hartsville building. _____ questions. So moving forward, what we need to go ahead and do is address the fact that there was a failure on the part of Jamie to go ahead and make the first installment on the capital call through March 12. So the original capital call that was put on the 12th was for $340,000. A $170,000 for each member. It was too immediately we could say we could grant an extra week or so. Now we did go ahead, and it was also noted that the pre-capital call was also e-mailed to _____ on the 17th. I understand that shortly thereafter Amy submitted her $170,000. Jamie failed to make her contribution for $170,000, and then communicated in writing her intent not to make a payment of that. So it's clear as far as management is concerned that there is a failure to comply with the capital call, and it's clear that the capital call is not sufficient to satisfy the company's obligation in continuing with the capital call payments will be unfair to the member who has already paid. So that's important to know. So what we'd like to go ahead and do, and what I suggest, is to just make some motions and suggestion that I have is that we go ahead and cancel the portion of the March 12th capital call previously approved in the amount of $930,000, which amounts to $465,000 for each member. That was due on the 19th. That's today actually, and so the first motion that I would suggest is that we go ahead and cancel that capital call saying it would be unfair for one party that has already made the capital call to make the second one what seems like a written notice that the capital calls will be made. So, would either member like to go ahead and consider that motion or make that motion.
Amy	I make a motion to cancel the capital call.
Bob	Very good. Okay, let's go ahead and have a vote.
Orville	Does it need to be seconded? Does it need to be seconded?
Bob	No it does not.
Orville	Oh
Bob	All those in favor that we are going to go ahead at this point, we have a motion and a call. All those in favor, Amy and Jamie, please see I.
Amy	I
Bob	Okay, who's that?
Amy	Amy
Bob	Okay. Amy votes for it. Jamie, are you sustaining or you voting now

Morris	For purposes of the record, as we tried to make clear, we believe that this is an improperly called meeting and that the company does not have the ability to make a capital call. Unless you can show me the operating agreement where it says that, and consequently this vote is improper and there should be no vote.
Bob	Jamie, do you vote abstention? Thank you, Morris, for your comments. I appreciate that.
Orville	No. He is saying this is not a vote. She's not voting a yes, no or abstention. This is not a vote. That's what she is trying to say. Please write that down.
Bob	So granted no comment. We're going to go with abstention. Amy, do you have the right in the event of a tie to cap a tie breaking vote just to make it clear in case the _____ change to a no in the future, would you like to cast a tie breaking vote?
Amy	Yes.
Bob	And would you like to cast that vote in favor or against the motion.
Amy	In favor of the motion.
Bob	Thank you. Okay. The management sees that that motion carries the capital call has now been cancelled. The second motion that I would recommend for the company is that effective the 28th of April the company expel Jamie Curley as a member of the company in accordance with section 6.9(c) of the company's operating agreement for failure to make a payment of the mandatory capital contribution in the amount of $170,000. As required by the member vote on 3/12/2010, and that the company then seek to obtain permanent financing to complete the construction project, pay back any amounts owed to SCENT and pay back Amy Pulchawski the first stage capital contribution of $170,000 which was not matched by Jamie Curley.
Amy	I make the motion.
Bob	Okay. Very good. Let's go ahead and vote on that. who would – all those in favor of that motion say Aye.
Amy	I vote _____ motion to expel Jamie Curley
Bob	Very good. Very good.
Amy	_____ capital call
Bob	Very good. Jamie, are you going to abstain
Morris	As noted earlier, we believe that this is an improperly called meeting and since the original capital call wasn't properly called, there is no authority to expel a member. So the proper vote on all _____
Bob	Thank you for your comments Mr. Allison. Jamie I presume that you are agreeing with the comments from legal counsel. Is that correct?
Jamie	Yes, of course. From my legal counsel.
Bob	There you go. Okay. So we – Amy, we're going to treat that as an abstention. Amy you have the authority to go ahead and cast a tie breaking vote per the operation agreement in the event that abstention ever gets converted to a no vote.

	For those purposes, would you like to cast a tie breaking vote?
Amy	Yes.
Bob	Okay, and how would you like to cast that vote, in favor of the motion or against it?
Amy	In favor of
Bob	Okay. Very good. That's _____ vote casted for the motion now passes. Very good. We have two motions that we've passed. Anything else from the members?
Amy	I'm looking forward to the building.
Bob	We certainly will. _____ manager to make that happen to get these good folks paid and have a building completed for our tenant at a time which they expected. Very good. I will go ahead and suggest a motion for adjournment, unless anyone else sees anything else they might have, we'll go ahead and adjourn the meeting. I thank you all very much for your attention and for taking time out of your very busy schedules to be part of this very important work. Have a great day everyone.

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Orville	What day is this? This is the 20, um 20 um February 8, 2009 at 7:28 p.m.
Bob	Hey.
Orville	Hey.
Bob	_____ here?
Orville	I don't have any other place for it.
Bob	
Orville	The gadgets I _____
Bob	_____
Orville	I'll move that chair. Is someone else here?
Bob	Were you expecting someone?
Orville	No, no no. I thought Toby was here. So do you need a place to work?
Bob	No.
Orville	I'm just looking at my _____ No one tried to call me.
Bob	All right.
Bob	All right. Let's do this. _____ schedule _____
Bob	_____ providers after uh _____ There's just too much crap going on so _____
Orville	_____ And the third time is this _____ thing. _____ what happens _____. _____ That's a pretty big deal that we're going through right now, this whole contract thing.
Bob	I understand that.
Orville	How would it affect _____ I mean _____ lot of you know that we're trying to resolve.
Bob	_____
Orville	Yes.
Bob	Um, we would be happy to have _____
Orville	_____ it's putting more into SCENT Landholdings. Obviously I don't get an equal buyout or equal anything on nine years or whatever that number was. So it doesn't happen a lot.
Bob	_____ whereas you're interest _____ again for this practice and I just put the money toward that building if I had felt comfortable knowing you wouldn't screw me. Would you be OK?
Orville	No.

Bob	Well I'm not doing any of that.
Orville	_____ for the record.
Bob	I know you're not gonna screw me.
Orville	It doesn't matter. I don't want to go forward with this. I'm totally _____
Bob	I understand but you got ___ building, my building. You _____. I don't, I didn't do it
Orville	_____ what I'm gonna do with it
Bob	I need my building. I can't practice without a building, right?
Orville	There's other building. We're practicing now without – with the space that we _____ to move from.
Bob	_____.
Orville	_____ We have space. I'm sure Donna wouldn't kick you out. If we said Donna, we need more time.
Bob	For a little while, yes, but _____
Orville	We've shut down everything else for the practice for this – these documents. And then and then _____
Bob	_____ courtesy I'm telling you that this is no longer some of the can be shut down.
Orville	I don't agree with that. I really don't agree with that.
Bob	What would you prefer is happened?
Orville	I would say let's settle this _____. We have – you have already shutting things down until we get this signed. And that's actually fine. Let's just stop everything until we get this signed. _____ but really _____ suites. Because you said I will not discuss the suite until we get this thing signed.
Bob	No no no. We will _____ until there's a time. Well, first of all, we need money to _____ suites out. We've had a _____ We have zero liquidity.
Orville	But this contract – we have a contract in place. You said we have to start a new contract that to do everything that we need to do. OK, fine, but don't just expect me to jump onboard and sign it until everything's carte blanche, yeah.
Bob	It's a different _____
Orville	It's not a different _____. It's all under – it's all part of the business.
Bob	_____ from different
Orville	No, it's not. It's part of the building. If it wasn't, then it would not make a difference. You wrote it into the contract that it depends on being a shareholder of SCENT and the duration and time you're on SCENT. You wrote that into

	the contract, so they're not separate entries. They're necessarily intertwined. They're not mutually exclusive entities.
Bob	_____ unravel
Orville	But if it's unraveled and I lose half of what I put in, then how am I supposed to say yes to that?
Bob	_____ you're putting the practice in a _____ here.
Orville	I don't put the practice – I did not say that. I'm a little annoyed that you didn't say that – that I put the practice in a _____.
Bob	Why are you coming in?
Orville	Because you already told that I'm shutting things down and I'm not. I'm been nothing but a good trooper, putting money down, working as hard as I can.
Bob	I agree with that. Can you calm down a little?
Orville	OK, I'm calm.
Bob	_____
Orville	I'm calm.
Bob	Do you want to go through this _____?
Orville	What? Do I want to do what?
Bob	Do you want to go through this contract like that?
Orville	Well, I don't know. I don't want to be here. This is not where really I want to be and we have to go through the contract and I don't. _____ good comment
Bob	In this building?
Orville	I don't care where you want to move to. It doesn't matter. I'll meet you wherever you want to meet.
Bob	Where is your comment about you don't want to be here?
Orville	Listen – I don't want to be arguing a new contract. That's what I don't want to be doing. OK? And that's – but you're saying we have to, so fine, we're here.
Bob	Woody, we don't have to if you really feel that we can't do something and this is just all an exercise for wasting time. If you really feel that's the case and we've reached impasse for some reason, then that's fine too. We can make things work. I'm not gonna do anything to screw you. Listen, life is too short. I just came from a funeral – it's from a guy age 29. I don't – I don't – listen. We don't need to do that. We don't. It's not worth it. I'm gonna be fine. I will leave this practice. I'll start another practice. You break off and do your thing. You'll do fine. I'll make sure you're fine. You'll be fine. You really will. _____ fine, _____'ll be fine. It's not worth it. It's just not worth it. If we can't hit it – if we hit an impasse, we _____. _____ (papers rustling – inaudible) _____ coming up with some sort of

	_____. Can you think of anything else? Because we don't have enough money in SCENT to cover it. We don't have the money. We have driven ourselves to zero equity, which I really comfortable doing at all, and you _____.
Orville	These contract issues have to be settled. They have to be settled.
Bob	I understand that. I agree with that. I'm just saying that if ____ something.
Orville	OK, yeah, something. You've had the contract and the _____
Bob	We'll break up.
Orville	That's it.
Bob	We'll break up.
Orville	You don't think this is gonna cause us to break up?
Bob	It may. But we have _____. We've already met about this.
Orville	I know.
Bob	I share with you where I think that things need to go.
Orville	Mm-hmm.
Bob	And you share
Orville	And that was _____ of where I needed to go.
Bob	I asked you what you wanted to do with this practice moving forward.
Orville	Mm-hmm.
Bob	You share with me that you did know or that you don't want to do it, you don't know what's gonna happen. I was gonna start out the conversation today by asking you again if there was something like that – because I'm OK with doing that. I do want to know what you want to do.
Orville	Do you – OK, do you really want to know what I want to do?
Bob	Sure.
Orville	OK. I want us all to be docs together. I want us all to work 4½ days a week. I want us all to sit down and just kill it and just wait, do as well as we can, do the best for patients every time, and then when it's time, we lay off. That's what I want us to do. That's what I want us to do.
Bob	_____
Orville	That's fine, that's fine.
Bob	I asked you what you want to do _____ life perspective _____ what you – not what four doctors want to do – what do you want to do? What are the issues? _____ why couldn't you go forward now _____
Orville	Well, I'm not – I don't agree with you there.

Bob	_____ I will break up this practice because there's no hope ____. I see something that you don't see. I see something that you don't see and I see something quite frankly that you refuse to recognize. On some levels. And maybe I'm not recognizing something too. But I'm open to hearing about that. But I'm also going to share with you what I'm seeing. _____ I'll also share with you what others are saying. And that's not to say that I don't want a new practice. _____ shareholder. But the common concept, and I've made several mistakes in this practice with shareholders. Several things that I didn't predict. One of those certainly was that you could have four doctors equally contributing risk, equally contributing time, equally contributing their energies, and equally having the same amount of judgment _____ interest in the practice. Ironically, of all of them, of all of them, you're the one that I'm the least, that I have any issues with with regard to that. ____ now that your heart was where you heart was. I don't have an issue with you. I don't. I've never had an issue with you. And I don't think I'll ever have an issue with you in terms of where your heart is, on the practice. But I do have concerns somewhere else. And those concerns aren't going to go away. And I can go ahead and say as many times as I want how I want it to be this picture perfect thing. I want it a picture perfect thing.
Orville	Did you get me down here to _____?
Bob	You don't _____.
Orville	Yes, you did, yes I do. If I sign that contract I do. Did you bring me down here to be a 50/50 partner?
Bob	Yes.
Orville	Okay. Do you mean 50/50 partner? Like 50 equal split down the middle. Everything. 50% of the _____, 50% of the salary, 50% of distributions, 50% of everything.
Bob	The partnership's on multiple levels
Orville	(laughs)
Bob	Okay. So let me ask you a question though first, because you _____. I have more concerns, this contract is being thought of and has been read through from my perspective, believe it or not, from your perspective. Believe it or not, from every doctor's perspective. From none of the doctor's being here, from me not being here. And what I'm trying to do is to come up with something that's going to make this practice grow and survive. I will tell you that a simple pluralistic democracy under what we currently have isn't going to work. This is not a mediocre practice, it never has been a mediocre practice, I never want it to be a mediocre practice. Now there are plenty of practices out there that you go out there and you make $250 or $300,000. Even $400,000. And everything's even, everything's wonderful, it's kumbayah, it's all decided and it's all mediocre. And it's all mediocre. So the answer is I want this practice to continue to grow, to continue to reach the potential --

Orville	In spite of the wishes of anyone else in the practice but you.
Bob	No, that's not true. That's not true. And when we go through this document we'll see why.
Orville	It's 100% true.
Bob	That's not 100% true.
Orville	So you're saying that I voluntarily want to pay for your country club memberships and your Springdale Hall memberships and all these other things. I voluntarily want to have less of say in the practice. I voluntarily want to do, want to take part less in the management affairs of the practice. From a yes, I think that's right or no I think that's not right standpoint.
Bob	I am saying that we have to harness the strengths that each of us have and we bring strengths to the table, and I think it's foolish for us to think that there are four doctors with equal strengths in every single thing.
Orville	But I think though when you have a, when you have a, when you have a partnership, if they have equal shares, should they get, shouldn't their say not matter? Like if three doctors say no on one thing and one doctor says yes.
Bob	I think it should if they have a _____. Equal risk, equal contribution, equal judgment.
Orville	I think the minute you say you're an equal partner, those things are all implied.
Bob	No. When you equal partner in something, you're referring to the number of shares that you have there.
Orville	No. Well maybe this is a disconnect. When you said I want it to be socialist, I want it to be 50/50 all across the boards, and you kept giving these speeches early on about where you wanted things to go, that's where we wanted to go. I was like this is great. An equal partnership. I didn't realize that equal partnership meant equal as long as you said it's the way to go. But not as long as I said it's the way to go.
Bob	Olly, I understand in the last few months _____. Most of the places that we've gone have been completely with your consent and approval. There have been times when you have given input where we haven't gone a certain way. Whether it be $500,000 instead of a million dollars to contribute to the hospital, or it's, you know, there are other things that you've also said, or given input on as to how to proceed. And, and that's fine. I value your judgment. I value your opinion and I want to create something whereby we're on a board together and making decisions. I have no issues with that.
Orville	Okay.
Bob	I have issues though with others.
Orville	Can I just say something?
Bob	Yeah.

Orville	The board is a sham board.
Bob	Why?
Orville	Because it's a sham board. You're like the CEO, chairman, treasurer. I'm the vice-chairman. What job does a vice-chairman really have? None. Read through the contract.
Bob	I'm good --
Orville	And you'll see there's no, there's no value to the vice chairman. You, I could put Teresa as the vice – I could put Keeley as a vice chairman.
Bob	Okay. Well, if there are concerns that you have with your particular role, you, because we're not going to make it through --
Orville	Well my role is not so much the role, I don't care about a title.
Bob	Okay.
Orville	It can be managing chair holder, whatever, it could be, you could say chief of the Indians, I don't really care what the title is. What I care about though is when you have a situation that one person has an opinion about one thing, another person has an opinion about another thing. One person always wins every single time. That's not 50/50.
Bob	No _____ and the board decisions those that are mutual? Is that what you're referring to in the contract? Or can you be more specific _____.
Orville	It's just throughout the contract. It's just a whole bunch of stuff. And _____.
Bob	Well what do you want to accomplish tonight?
Orville	I don't know. You called the meeting. You said you wanted to meet me. And I'm not sure – I feel like, I feel like it's going to be another brow beating to try to get me to sign that contract.
Bob	I'm not going to brow beat you.
Orville	Okay.
Bob	Not going to brow beat you.
Orville	Alright.
Bob	If you don't want to go through this contract --
Orville	We'll go through the contract.
Bob	If you want to do something else I'm not going to _____.
Orville	We can go through the contract. I mean, I don't see a full point to it. I don't think I had any input really with _____ into the contract.
Bob	I can promise you that I have thought about you through this contract and I thought about myself through this contract.

Orville	That's pretty evident.
Bob	Okay. You can keep making these smart comments all the way through if you like.
Orville	No. I'm just saying, it's pretty evident that you did think about me through the contract and you through the contract.
Bob	I thought you were just referring to me _____. There is a significant amount of _____ that was put into this contract. Ed, I promise you, has not be unilaterally thinking about anything that has been just for me. I would also point out ____ the best practices for firms or small corporations don't have any pluralistic shareholder _____. Particularly in situations like us. They don't. Whether you look at Sentinel, or you look at Pitts Radiology, or you look at South Carolina Heart or something else. There's a nucleus of individuals. The individuals that have shown through their commitment and reasonable judgment on behalf of the practice over self interest that they can reasonably help lead the company, and lead the practice. That's what I'm trying to create. Whether we do divisional partnerships down the road, whether we create this whole hearing aid network, whether we do sleep _____, whatever we do to grow the practice, we need to be nimble. We don't need what happened for the ASC. Over and over and over again. And the disconnect there, the mistake that I made, and this is the second big mistake I made _____, was making the assumption that as people come through they're going to have a similar amount of dedication, a similar amount of contribution, a similar amount of risk, a similar amount of skill or judgment to apply to the situation, and that's not true.
Orville	Okay. Can I say something?
Bob	Yeah.
Orville	Do you in any way see how setting a negative tone early with someone could necessarily heighten their suspicion or heighten their potential for animosity later on.
Bob	_____?
Orville	I'm referring to the non_____ bonus, which is what I brought up before when we talk about that.
Bob	This contract, well a couple of comments. First let me answer your question. Absolutely I've said that _____.
Orville	But, look, there's a followup to that question. If you see that _____ the start, would you expect that person, I'm just thinking about myself in that situation which is why I was never 100% in favor of that thing, would I, would you then, if you were that person, be looking for the next big ball to drop somewhere along the line?
Bob	Let me answer the question, first let me qualify the first question, because the answer is yes. I recognize this is a problem. This was not an easy thing to do

	two years ago. It was one that came with a lot of anguish. We talked about it for a long time. I pined over it. What were we going to do? You were looking for a house in Columbia. _____ was looking for a house in Wildwood, and wanted to close on it. And I was the one in the practice trying to _____.
Orville	Well my point is, with four individuals, you can't randomly just tell them what to do. They're grown people with families. You're not in charge of their families. They are in charge of their own families. You know, you can put it in the contract ahead of time, but to go back and retroactively enforce it I think was a little bit over the top.
Bob	Let me, let me _____ talk about _____, Chad and I.
Orville	_____ that's fine _____.
Bob	_____ Did he talk with you?
Orville	He told me that you met but we couldn't talk. We had some other stuff to do. I was in Charleston doing some other stuff.
Bob	Did he give you a call?
Orville	I think I gave him a call. I gave him a call.
Bob	Just asking how the meeting went?
Orville	Yeah.
Bob	Okay. Well, when we get ____ I'll be happy to share that with you. But we talked about that. I failed to predict the drive to Columbia and the force to Columbia over the other markets. ____ predicted, didn't recognize it, didn't think it would be as great as it was. It didn't become an issue until really after you and I. Because ____ team was content living in Camden. My thoughts were, listen, _____ in Camden is one thing, but now that you have the Mall, Sandhills ___ broke up, that's a draw. It's a half hour away, you can drive there now, from Camden, but there's undeniable and undisputable evidence that suggests that there continues to be a very very heavy draw towards the metropolitan area. _____ existing individuals _____. The contract does not say retroactively that you get paid less. The contract says you can live where you like, in Camden or Thornhill, but we've cone to recognize this significant disparity in the wishes of the individuals coming here. And we have to do something for the betterment of practice to try to hold this down. That's what came about it. I did not, this is not an attempt to limit money going to Chad. It wasn't. There was never an attempt to do that.
Orville	So why, if it wasn't there when Chad moved _____ get a house, why can't we grandfather him in?
Bob	_____ Macey would have _____. No question.
Orville	No. We grandfather things all the time.
Bob	What do we, what do we --

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Orville	Look at the contract, it's full of _____ saying in light of his pioneering efforts as blah blah blah blah blah. I mean we do that all the time.
Bob	_____ and what's in here now is also an opportunity for Gee, living where he is, to get the _____ after a time, but _____ our respect in the community _____. And so there was some _____ness. I've shared with you myself _____. But just because I've made mistakes, I'm not a metropolitan _____ judgement _____ it does mean that oh well, you can't _____ identifying them. I made mistakes. I'll agree with. _____. I failed to recognize the metropolitan draw. I failed, if you want to _____, I failed to gauge the level of sacrifice that other individuals are willing to make for the practice.
Orville	But if you're doing that, then I should be getting twice what everyone else is getting. I mean if you really want to look at the numbers, Hartsville is a way worse place to be than Camden. Than Columbia. I mean so if we're really going to be that thoughtful and that, almost nitpicky about it, moving us far into the deep whatever, I think it's the only place that still gets us a – what's that? – a ____ whatever whatever whatever. You know? But there's no, I mean if we're really being that thoughtful about it, how come that didn't come up? If it's really just being fair to both sides.
Bob	When we were speaking about this, I told you that I would be _____?
Orville	No, you said, no, no, no, no. You said you'd be willing to give me time. Not money. I remember that.
Bob	I am okay with that. I recognize the gradient _____ against the gradient. There's only a certain amount of times that you could work against the gradient. You can work against the gradient with vacation. You can work against it with time, _____.
Orville	So why didn't we do it with Tommy _____?
Bob	What's that?
Orville	Why didn't we give him the option, and say time -
Bob	Because _____ whether you recognize it or not, has always had a _____ of this is the way it is or I'm out. From the beginning. Okay? And one of his things is, that he always wants a half day off. You realize that as it is now, I don't ever, I'm not ever home for any part, any part of _____.
Orville	That part I don't want to get into. I really don't want to get into that.
Bob	Okay. But I'm just sharing with you the difference. You aren't here. Gee is. The other two _____.
Orville	All I say is I applaud you for sticking up for that. Like I think about me and what my life has been for the last five years by giving up the one brief time I did have _____ had three months or something because I had to like do something else. I'm like, you know what? It would have been better to just

	stick up for what, this is my preserved time, sometimes.
Bob	You have made sacrifices for this practice.
Orville	But it doesn't matter, not according to that contract.
Bob	The contract make allowances for that _____.
Orville	No it doesn't. It says I'm in the level as Gee.
Bob	No it does not.
Orville	Yes I am!
Bob	You can move out of the area, he cannot.
Orville	What?
Bob	You can move out of the area he cannot.
Orville	After the same amount of time he can move out of the area.
Bob	No he can't.
Orville	Yes he can.
Bob	No he can't. He cannot.
Orville	There's no financial difference between me and Gee. There's no uh -
Bob	_____ proposal to you. Okay? I want to make a proposal to you tonight. Because there was a version before this. That I ___ away from. The version that we had before this was _____ board, that he wasn't allowed on the board, the board was you and I. We didn't have to worry about chairman and the board unless there was a third person, and board members, and recognition of a hierarchy ___ sacrifice for the practice _____.
Orville	Alright. When we first thought it up, yeah, I would be opposed to that. I'd be opposed to that.
Bob	But _____.
Orville	No, I'd be opposed to that. Just like I'm opposed to all these _____. One of the first things that I said --
Bob	_____ you're here for Gee or you're here for yourself. I mean you really got to decide that.
Orville	What's that?
Bob	I know that --
Orville	No, here's the thing. I don't believe in taking money from people and then saying oh, by the way, all these things that you were promised, either verbally or written down, we're not going to be able to do that. I don't believe in that. I don't believe in saying, yeah, Gee, like you said, from day one, said the same _____, it's my way or the highway. If we knew that and you knew that, why didn't you back then then say that I'm not going to make him a partner.

Bob	Rusty. Rusty.
Orville	No, you can't use Rusty and Gee is Gee, Rusty is Rusty and I'm me.
Bob	_____ things, whether it be very early on, early on, I _____ Gee ___ email folder that I've kept for a long time. There are emails back from, I worried about things what he said, his very first bad email was when I'm out of the office, I'm out of the office. I don't expect to have any meetings after that time. My family and my kids are all important to me and I did joint a practice where I had to do anything afterwards. This is in response to a meeting that we wanted to have for Carolina _____. Other examples. You know, other concerning points that I have _____. I wanted to _____ Gee, but gosh darn it, once we showed up for a meeting, you were away out of town, we showed up for a Christmas party in Hartsville. We got there, got there right away and he said, I'm on call, I've got to get out of here. Sorry gotta leave. He just got called away. Okay, great, great, sorry. Any help you need? No no, I just got to go. There was no call. There was no call. Nothing from the answering service, not on his pager _____ the next day.
Orville	I knew that.
Bob	There was a time when we had _____. ___ said that, okay, so we did it. We set up a dinner, after that he set up a thing at the hospital and then all of a sudden, you know, _____ something came up _____ emergency room, got to take care of it. He showed up very very late for the meeting. He called to go ahead _____. There was nothing.
Orville	Here's my reply.
Bob	Okay.
Orville	If this kind of behavior existed, and you knew it was going to be a problem, why did you even offer him partnership.
Bob	Well because then, once he saw the money, he changed. Okay? Once he – Gee, and let's talk for a second about, you know, it's so easy to talk about expectations that haven't met and the few that have met. But you know? There's something else to talk about here. And that's expectations that have been exceeded totally. This practice currently pays him a million sixteen _____, right now, a year. And _____ he hasn't seen that yet. Well he's almost to the point where he's gotten to his money earmark. A million sixteen as he gets paid right now. $726,000 above his current contract. ____ working toward partnership. $726 a year is what he's getting paid above his contract. When he came on board and we're talking about what the practice could make, it's the same thing I told him that I told you. $700,000. We expected _____. Do you remember it? He remembers it. That's what I hoped to be at that point. You are way beyond that point. And you work and you sacrifice and you've done every single thing that we've tried to do, and I've just gone ballistic trying to make it happen. But it's there. And the fact of the matter is that you with all of your hard work and all of your dedication, I couldn't have _____ particularly _____ couldn't have done it without you. And I

	___ many times before and I recognize that fact. But I'm also going to flip that coin around and say that there is no practice in this country where you would earn what you do now even with twice the amount of work. Even if you cloned yourself you couldn't do it. That's my – and you and may or may not believe that, but I believe that. And there's not a practice where Gee could go ahead and come through with the time that he has and his restrictions that he has and make a million sixty nine. There's just not a practice where he can do that.
Orville	So just the money makes everything okay then.
Bob	No. It doesn't make anything okay. But it's important to go ahead and point out that there are things that have exceed expectations significantly.
Orville	But do you _____?
Bob	To be expected to make as a partner. At 35%.
Orville	Do you uh --
Bob	We've exceeded expectations.
Orville	Do you understand that there are certain things bigger than money?
Bob	O.D., come on. I just got through telling you that I'm going to be able to make it without it, and I just came through a funeral. I understand a whole --
Orville	I don't think, I don't think you --
Bob	I know you'd like to make it like that.
Orville	No, no, no, no. I love making money. I love doing what I love but there's some other things that rub me the wrong way. What I'm saying like decency and dignity and a sense of fairness. You know, like if I felt like I was screwing Gee, I couldn't live with that.
Bob	_____
Orville	Well, I know something
Bob	_____
Orville	I'm saying it's almost as thought the money makes everything okay then.
Bob	No--
Orville	It doesn't.
Bob	But O.D., the only issue _____ I'm sharing--
Orville	No, it's not money. It's the little _____.
Bob	It's not about money. First of all, _____ just for the record, we'll earn a whole lot more money _____ partners. The drop--
Orville	Don't leave that out of that, please.
Bob	Whole lot more money so there's a pride in the practice in trying to grow it that clearly is greater than just money. Otherwise, it would have been a motivation

	_____ lifestyle was one of those _____ in bringing _____. It wasn't just money. Would have had to do that. So what we have Hartsville and Dan are not here. What we have facing Columbia. So already have all the necessary things _____. If there were anybody out here, and so what can I ask _____. And so it was _____. But your point is you can't just talk about Gee's issue with _____ money and then suggest that I'm the one bringing in the money. Gee's issue with not a metropolitan bonus and you're suggesting that expectations weren't met. The only expectation that wasn't met with respect to that was this month and it's $13,000 minus 78.66 _____. _____ look at it _____ just from the one thing. He is way over on the expectation. But no one wants to acknowledge that. It's easier to go ahead and just acknowledge the fact that somehow in some way something was slighted, even though the goal of that wasn't _____ anyone but _____. That's why it was done. It was to preserve the practice _____ allow it to grow, and that's why this needs to be done. And I was convinced as anything I've ever been in my life that this is what has to be done and I'm gonna share with you why. But I have _____ I do not from your perspective looking at it -- if you make the standard the quality and fairness and you just look at it from that perspective and Gee _____ keeps _____ that's bullshit. Without giving you the other things that we talked about the other side of the coin then I can see how somebody can look at that and say oh he's being slighted. But it's unfair to take some things out of context.
Orville	I think it's in context.
Bob	No. If it's in context he was promised not even promised he was told that the potential for the practice as a partner was $700,000 from the money perspective. He was told that we would do what we could.
Orville	See that conversation I don't remember. You said I agreed to it, but I don't remember that, because I actually came in thinking a lot more than that. I remember that and I even spoke to.
Bob	You were talking about dividing the -- I told you we need to divide up the practice right now. It would be $700,000 _____ hopefully if things go well and everything opens up at the time if we get _____ that was a big issue and we were talking to you about that. We get _____ we can push things on you know beyond nine. But you know right now 700 750 _____ you were making 150 at the time.
Orville	Yeah but it was it was one year for partnership.
Bob	I know.
Orville	And if I left it would have been a 5 plus hundred or thousand dollar practice without I mean so like I said don't bring up those -- just like you said in the little comments there's a whole backdrop more to those comments than just saying that.

Bob	Let me ask you this just because I need to hear this. Do you feel that if you stayed and did your own practice or joined any practice in the United States of America that you would be where you were with all the hard work that's at risk that you've made financially where you are now?
Orville	No. But then again you're just saying that money trumps everything else. And I'm saying no.
Bob	I know no I'm not saying that. I am asking you financially. I'm gonna ask the next question okay which is do you think you'd be half where you are financially in _____ position where you can go ahead and say I'm gonna go ahead and be able to write my own future whether it be more time, _____ status, move out of Hartsville, go to Charlotte whatever you do. Would you be able to do that in another _____?
Orville	I've always planned on doing that.
Bob	Well I understand that. That's why I'm asking you what you want to do. My point is I want -- I want to acknowledge your sacrifice _____ if there are things I told myself that there are some things here in the _____ perspective _____ schedule see that _____ I can't do anything _____. I pray about, I thought about it I'm at peace with it. If you can't give them to me, we'll go a different way. But there's other things in terms of your schedule that I haven't recognized because I don't know what your plans are that you want to share with me I want to hear them. I want to hear them. I want to hear them.
Orville	You heard it.
Bob	I want to hear what you want to do.
Orville	I want us all working hard, making money because we know this is gonna last and then when it doesn't last then we kind of slow down. That's what I want.
Bob	What do you want to do in terms of where you want to live? What do you want to do
Orville:	That's I mean that's
Bob	_____ practice. And what do you want to do in your career. That's what I want to know _____.
Orville	That's a decision that Jaime and I have. And you shared with me that you want to do some other things _____. That's fine but then it necessarily means me working harder.
Bob	No no.
Orville	It does.
Bob	It doesn't have to be. I'm sharing with you what _____ do. And what options I want to have open to me. Because those are more important to me than anything else. Because if it comes to a point where Amy can't practice, can't go switch over to her career the way she wants to do it, I don't care what

	we are, I don't care what happens it's not gonna work for me. It's not gonna work for me. I do value everything that I put into this practice, but if it came to that I could walk away. And I need to share those with ya, but you haven't shared with me what you and Jaime have for _____. And you may not want to.
Orville	I don't know if I want to do that.
Bob	Okay. Well I mean then
Orville	I mean you're coming at this like the Netherland like I will make it happen for you -- you're not you're not our Dad.
Bob	Why are you
Orville	_____ Jaime, our meaning me and Jaime okay. So let us decide for ourselves and that's what I'm saying you're making these decision as the managing shareholder slash chairman slash CEO without and saying well I don't you can't to be _____ you have to be able to do all these things and I'm saying it affects peoples lives. Macy has four kids -- five however many he has, Ted has three I have two you have three. I don't but my point is you're thinking oh I can do what's best for no you don't do what's we do I do what's best for my family.
Bob	I'm not saying I would never
Orville	You are.
Bob	OD I'm asking you what you want to do for your family so that I can better understand what to things you'd like to have in the contract. As far as your
Orville	While don't we rewrite the whole contract. Let's sit down let me sit down with Ed and since Ed has no -- let me talk to Bruce and then we'll see what we want. How about that?
Bob	Okay. It can go on to your schedule. If you something there that I don't recognize that you don't want to share with me but that I haven't said even if I share it with you you don't want to share it with me that's fine, but when you in making _____ spective look at what you want to do if you want to show me your _____ for some reason as I've done, then that's fine. But then come up with things based on what you want to do there for your schedule.
Orville	_____ what you mean for like when I want to leave the practice or when I want to _____
Bob	Your schedule. Your schedule D.
Orville	I don't I told you I don't want carve outs. This is the whole problem. Like everyone gets a carve out okay fine. Okay.
Bob	No matter how much we apply a fairytale thing to this there is no way that you're gonna see the same amount of risk sacrifice, judgment or anything else
Orville	Twice this fact has almost broken my marriage, do you realize that. You have

	no clue about that do you? Twice. So this fairytale would actually help me preserve it a little bit better. And that's what I decided. When I got that con -- you know what I did? I said this is one of those things where I was working towards a fairytale right, because I admit to myself and I needed to realize where my priorities lay. It is in Jaime, it is in the kids, it is in figuring out what we needed and how to get that. _____ spending time with them. It was not a meeting like this. After hours to figure out what strategy is for something cause really it's not really mine. That's what that contract said to me. That contract said just like everybody else whether it's an HI_ _____ you're an employee of Bob Puchalski, that's what that contract says to me. Alright. That's what it says to me. That's not - I didn't realize that in administrative time with however many revisions _____ that you know I was paying Ed to write a contract like that, come up with a contract like that. And _____ talk to me about that.
Bob	I talked to you about this contract.
Orville	You talked to me about this contract in the context of I want to separate you from the practice. Do you remember that?
Bob	OD I talked to you about the things that you know I told you
Orville	inaudible
Bob	Hold on. Let me speak now. I appreciate the fact that you told me about your marriage things. I'm happy to share my marriage issues on my end too, okay. All the way back from the beginning if you want. Okay. I don't know if that's gonna help things, but just suffice it to say that I respect _____ and I'm sensitive to it and you might not be the only person _____.
Orville	What I'm saying is you have all the cards. You control the whole thing.
Bob	Hold on. I do not think that I in some way want to control you. You're gonna have to get the chip off the shoulder there.
Orville	I think you want to control everyone in the practice.
Bob	I don't. But I do want to create a system by which we can achieve the things that we want to do and that divisiveness doesn't dismantle the practice. And I'll share with you why these things in the contract I feel are very very important and why I pined over it for as long as I have. I'm happy to do that. I'm happy to share those things with you. I really don't I really don't have and I did it before any desire to separate from you, to any way hurt you Jaime or the kids or frankly any other doctor in this practice. I don't. Regardless of what you might think. Regardless of what Gee might have told you. Regardless
Orville	Regardless of what the contract says
Bob	No that's not true and I want to share with you why. But when we go through it okay if we go through it but it's not. When I talked to you before I told you what things were troubling me and what things I _____ to be happy in a practice. Okay. For eight years now I've listened to what everybody else had

	issues with everybody else. Now to your credit you've had less issues than anybody else. But I've listened to every single thing that everybody else has to do. I take from all ends. And it came to a time where I had to do something to make sure the things that I wanted to do in my life I could realize and I could do. I shared those with you. I shared with you that if I couldn't do it I was at peace and I still am at peace at doing something different ways. That's not a bad thing. If we break up it's not necessarily a bad thing. It could be a very good thing. It might it might be best for everybody. I hesitate to say that because the thoughts gonna be well that's what he wants to do to go -- break things up. I don't want to break things up. Things together are good. We're more powerful if we're united. But at the same time if we separate then _____ you want to do with anybody, you can do with Gee you can do it with whoever you wanted to _____ you can do whatever you want to do, but you completely have _____. Frankly there's a part of me that says only then could some individuals recognize the amount of names that goes into this practice. Cause everyone likes to compare this to a practice where there's 15 employees and 4 docs like _____. And there coming through it with _____ but that's not this practice. This practice is multiple businesses off of _____ other with a huge amount of employees and a much much more complicated structure than any practice like _____. It's not a mediocre practice, it's a completely different entity and requires a completely different approach. It does. You know but there is some benefit from doing that. And so I'm not saying yeah you know you do this or we break up. I am saying philosophically speaking if we can't bridge the philosophical gap that we have and we can't come to some sort of a cord where we're both happy, cause right now you and I are the only owners of this practice. That's it. We're the only owners. Plus an obligation that we have morally to others, but we have got to fix this or decide that it can't be fixed. And then we've got to go ahead and move forward either amicably together or amicably apart. But it can't continue the way it's gonna be now. It's just gonna erode _____ of us. It's gonna erode both of us. It's gonna erode our families, it's gonna erode our children, it's gonna erode everything. There's no question about that in my mind. You may or may not agree with me, but the status quo erodes everything. And so that's all I'm trying to say. _____ philosophically let's go through it. If you philosophically have some other point because of what you need -- I don't know _____ plans work out. I don't _____ two if it was about extra _____, if it was about this or if it was about that. Clearly one of those was Fridays I mean that's what you felt strongly about the last time we met we discussed
Orville	Why does it matter now though?
Bob	Why does what matter now.
Orville	Back then when we -- I was having these problems, I can't saying I need this I need this and nothing. I guess I didn't speak up loud enough, I wasn't Chad, I didn't demand my time off. And then look at what it gets Chad, it gets Chad labeled as a bad A. You know I don't get why this is makes a difference now.

	Like all of sudden oh it's important what I do or what I don't do. Only because it's now becoming more important to you for what you want to do.
Bob	No. First of all let me -- let me acknowledge something _____. When I look back at the last three years, there is no question that Gee has a better deal than you have. With one _____ exception. And that was the time that you weren't covering call in Hartsville where Gee would remind me about that over and over and over and over again. And he was very pushing pretty strongly to get that changed. With that one exception and maybe an exception for the fact of and some input prior to when you were a partner and our friendship there have been things that are just worked out better. Some of those are completely predictable and nothing you can do about it. The fact that he came in with Q3 call and so the period of time he did Q2 call. The fact that he came in with ultimately with more money because of the situation that we were in than you did is yet another. The fact that he had half a day a lot of which he spent outside of the office.
Orville	Why does it - so here's the thing. Those things never really mattered to me. Those things never really mattered to me
Bob	_____ always brought them up to you.
Orville	But why. I know and I said I don't really care.
Bob	I know that.
Orville	Yeah. Well
Bob	I could
Orville	I got annoyed ____ once or twice but I just didn't really care. The other issue was with regards to what was the last thing you said. I don't remember I don't even know what I'm talking about to you. Like I mean that's the just the way it is, it wasn't any you know.
Bob	My point was though what I was trying to make was that there was more variables that we could play with there. The fact of the matter is that whether we like it or not, there has been a significant amount of force exerted by me toward paying attention to a least a part of the practice. And it needed to happen. Whether it was building a building out there, creating the partnership that we're creating now, making sure call coverage was there, making sure the staff would go out there, because the natural gradient, which wasn't predicted, is uniformly westward. Every HIA wants to be in Columbia. We have no issue staffing that. We don't even take applications from Columbia. Because everybody eastward is happy to drive down there. Where you have them drive to Hope, east, it's a huge issue. Everything is like that in the practice. There's just a huge gradient. For things it slopes like this, for some things it slopes like this. But the gradient is always west. First off. So there's no question that you have held the pillar at Hartsville without extra help. I've acknowledged that to you before. I've shared that with you. And I know that you made a comment last time that well, when we talked about scheduling, you said well what's the –

	you know you promised before that we're going to do this when extra people _____. I don't _____ to Hart. _____ Hart, I apologized for that schedule and even though there were some things there originally that I asked you and I was considering doing, when I asked the question of are you okay not operating there, and are you okay, initially you said no, that what ____ not go that way. With the schedule. But I'm happy to do that. I'm happy to have you do what you want to do with your schedule. I don't mean I'm happy to do that in that, like you said earlier, I'm giving you something. I'm just, I'm happy to recognize that your work and sacrifice deserves that. But don't compare yourself to the other two, because I don't.
Orville	I'm not comparing myself to anyone. I'm just – I just don't get why it's important now.
Bob	Why it's important now for _____.
Orville	I mean, like, my schedule and everything has been crap to you the entire time. There's never been any true, like, actually, I mean, when I ____ the schedule you're like there's no way. I've looked at every permutation, there's no way it can be done.
Bob	_____ assumption that you're going to operate at?
Orville	There's no way. Yeah, and I was like there's got to be, there's no way. And that annoyed me. I'm like okay. So if you want a schedule done your way, you can make it happen. For me though, oh, Orville will be fine eventually with it. Wow. It seems like unless, like, I guess the squeaky wheel gets the oil or whatever it is, but unless I like make a fuss, you know, like even when, I mean it goes all the way back. It's been that way in this practice forever. You know, until I, you know, Orville's the good soldier, Orville never does anything, Orville dah dah dah dah. You know, and only when I speak up about something and we have some kind of argument, or some kind of discussion, healthy discussion, that again, I'm like why is it that way? You know I feel like this is just another one of those. Oh, just throw this on, it's a bone, he'll be appeased by this.
Bob	I assure you I'm not thinking that. I can assure you.
Orville	I got to tell you that's how it seems. It seems like right, right --
Bob	_____ if I can get us to a point where we're at least respecting each other's intentions, I'd be happy. Odie, if there was a way, first of all, there was no way to make that schedule with the assumption that you were going to work _____. I promise you that. Because you had to find some time of _____ work in the operating room. _____. When took out that assumption, there was. And it's going to happen. And I apologized before, I apologize again today, and I'll apologize again, that I, if in the course of me doing the things that _____, I'm doing things for the practice that slight you, it's not done to slight you. It's just done to move the ball down the field.

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Orville	I don't think it's necessarily done to slight me, I just think it's done without any consideration for what my schedule's like.
Bob	Well, I apologize for that. But all I'm trying to do, is I'm getting it from all angles and I'm trying to move the ball forward. That's what I've been doing for years. That's what I do. I move the ball forward. I get us yardage. Some things I'm not very good at it. But I'm really good at that. I can multitask, delegate and manage significant amounts of work to get us moving forward. That's what I can do. I know I can do that well. I have every confidence in my own ability to do that well. But if I do it and it appears like a slight, please understand I'm not doing it to slight you.
Orville	It's not just me though. I mean, like, it's, I don't think you consider the impact, and I know you said you don't want to control the practice, but you do. You control, it's not just the practice, but it's everyone's life in it. I mean you made proposals that I thought were preposterous. It's like they'll never go for that. And they, you know _____, in a way I thought it was a talent. I was like ah, that's amazing he'd actually think of something like that that I would never even conceive of.
Bob	Give me examples so I'll understand.
Orville	Like when you said you wanted to mandate that HI's have to take off when their provider took off. You were trying to mandate that. And then you have to be scaled back after _____ spoke out, including myself. You can't mandate that and _____ takes off on my vacation. I'm taking off for my anniversary. _____ not their anniversary. Or whatever I was thinking. You know, just little things like that, there's just in there throughout the entire practice. You know, when --
Bob	_____ a bonus for them to go off.
Orville	I know but that wasn't the initial proposal. The initial proposal was that they had to take off. There was no bonus. It was, that's when you took off. Because your provider was off, you took off then. I was like, no, you can't do that. You know unless spoke up like that. I think that's just, you get focused on this vision and everything – it's a tunnel vision. You know when you suggested, you know, one of the things you had suggested initially about _____ when she came was that she worked every Saturday. And ___ and I looked at each other and I was like, and I think he spoke up before I did, like, you can't work every Saturday. You know, then you kind of, oh yeah, let's scale it back. I think that's, it's not, some bit of slight maybe, but most of it I think is just an omission of thinking. Whereas if you were in that position, talking about if you were the one that was going to have to take off, if you said well, _____ has to take off, the physician has to take off instead. I thought it would have been readily evident to you. And that's where I think sometimes the disconnect is. I'm just like, you can't do that. And I think that's what's happened for the last three or five years with my schedule. Well.
Bob	Well. I'm not going to tell you that I have some propensity from identifying

	every single thing and I will tell you there is no question there are times, any given time is, probably three or four things where I've got to make some sort of choice between something I think is going to be beneficial for the practice and something I think is going to impact somebody in the practice negatively. At _____ that's going to happen. I do my best to hear those points and do my best to move the ball forward and everything's okay. _____ case as just an example, we talked about the needs for the practice, the fact that we have thing _____ that we _____ some other time. We came up with something that, you know, was reasonable, every other Saturday. And after two years we could renegotiate depending on what we had for _____ or we had going on, and if we pulled the Saturday we could pull it town to ten Saturdays per year. And so 11 Saturdays per year I think is what we ended up with. And so there's always a willingness for me to listen to that other perspective. If I either, there are times when I listen to you, from your schedule perspective, but in my estimation there wasn't something that could be easily done to fix it. And I promise you that with respect to your schedule compared to others, it has been more of a challenge. And that's because there's no one outside of myself going to Hartsfield. And we _____ because we had to open Sherrar to make up for the volume of loss we had in Hartsville. And now that Sherrar is on line and Hartsville is coming up on line, albeit today may be a little slow, otherwise we'd be banging at Hartsville. And so now we're stuck in this position again. And so _____ brings relief plus he brings extra revenue by virtue of his Medicaid, so that's a no brainer for me. And we need to get another doc there. And that's apriority. That's a priority. But if there's something like that that you think that I have been insensitive to that we need to go ahead and work toward moving forward then listen, I don't care what you call it, I don't care if you call it a carve out, I don't care if you call it exerting, I don't care what you call it. I'm way beyond any illusion that there's equal contribution, risk, judgement in this practice among everybody. I am so way beyond that. There are so many times where I could have pounded sand, and could still pound sand, and _____ things all over the place because I didn't get my way. But I have never done that for this practice.
Orville	You did.
Bob	When?
Orville	The sweeps.
Bob	_____ we _____ sweep.
Orville	No, I'm talking about, talking about, you froze the sweeps from earlier in the year when we could have swept and said until, even before all this financial crunch came about.
Bob	We never could sweep. We haven't been able to sweep.
Orville	We had over $500,000 in the bank.
Bob	Yes, but we had, the difference between $500,000 in the bank and a zero credit

	line, which his a credit line that a hundred _____.
Orville	We, if we had swept, and then we had signed off on these loans and then everything else, we'd have been set. We would have been fine. We wouldn't have had to worry about paying the construction people out of SCENT money.
Bob	But those are two huge ifs. How are we to decide that you're not willing to sign that contract?
Orville	Only because I'm saying well, we're obviously putting things on hold and I don't know where this contract is headed. You know, it says I'm an employee in this contact.
Bob	I does not say it.
Orville	It does say that I'm an employee.
Bob	Oldie, we're both employees of the fricking contract. It's an employment agreement.
Orville	It's not, it's not an employ – it's an employee where one person, you can dictate what I do, and I have very little say, if any, over it. Without being somehow in breach of contract. If you read it.
Bob	I'm happy to go through it with you. But the changes to the contract don't do anything to change any balance – some power shift away from you. In fact, it creates a board. Right now as a managing shareholder who has quite frankly ultimate power. What this does is create a whole -
Orville	The board doesn't change that.
Bob	Yes it does. Everything goes under the, the decisions of the board, except for -
Orville	No it won't. The only the board does is the board says Orville was present during the making of this decision, so it was approved by the board but really he knew about it and that's all it says. It says you sanctioned it because you were there, whether or not I dissented or not. That's all that whole document says. Because everything the chairman does has to be approved by the CEO. Everything the CEO does has to be approved by the chairman. It's never vice-chairman this, or really the vice-chairman can veto that.
Bob	Can we go through it so we can talk about these _____.
Orville	Okay.
Bob	_____
Orville	That's 100% true. _____ went through it, showed me all the numbers and like, you haven't, you don't have any say.
Bob	_____ with you.
Orville	Well I want Ed also to say that's not true, the vice-chairman has a say and can veto things that the chairman does. I want to hear Ed say that to me. Can Ed say that to me?

Bob	Say what?
Orville	Say that the vice-chairman, which is me, actually has a say in what happens. Can Ed legitimately say that to me? I want to hear him say that to me.
Bob	Under which scenario. And it's _____ it's fine. Because here's the thing.
Orville	You know Ed, in that meeting, when he came in was speaking on my behalf about how I'm not approving him, approving Gee, and I took offense at that. I was like Ed you've never spoken to me once about whether I approved Gee or not. Not once.
Bob	I didn't get a sense that he was --
Orville	That's what he was saying in the meeting with our board, our board meeting.
Bob	Okay.
Orville	He _____ say frankly it's not true because he had to be approved by the board, and the board _____ Dr. Dyce did approve you. Well, actually that's not true, if I had ever voted on it. I would have voted approval.
Bob	He didn't say, he just said that we haven't gotten to the point where we needed to do a formal vote.
Orville	That's not what he said. No, he said, no no no.
Bob	_____
Orville	Whatever he meant, he said Dr. Petrowski and Dr. Dyce did not formally approve you.
Bob	Let me give you two scenarios here. One scenario where it's you and I on the board. In that case, it is very different than you _____ and Gee on board. My concerns that _____ are you _____. And if you, I and Gee are on the same board, then this contract allows there to be a balance of information between ___ the remainder of the board. Now I can understand why if you're reading that from the context of just you and I on the board, that would be problematic. But we have to look at it from both those situations. Does that make sense?
Orville	Yeah.
Bob	You know.
Orville	I'm listening to you, I'm trying to separate these documents.
Bob	_____.
Orville	I don't know why we're even having people buy in. Why are we having, are we going to do the same thing to Macy when he buys in? Say you bought in but you're not on the board. Sorry. What's the point? Why are we taking their money?
Bob	_____. So the board, you're thinking about it at this perspective, let me

	share with you where the practice is going to be where I think it's going to be.
Orville	Okay.
Bob	In five years. Would that help?
Orville	Sure.
Bob	Okay. If we are able to successfully hire a Hartsville doctor and _____ then we will be up to 7 doctors by July of 2009. If we do a divisional partnership _____ we do something else to expand into Columbia then our numbers will go higher than that. Whether we like it or not, there has to be staggered levels of partnership. ____ Paul will never be a partner. _____. If she proves herself and does a good job and we feel that she needs something more than she was even agreed to, she's not aware of this, but the contract has something in it to allow for a quarter ownership in shares. But if she has that quarter ownership, she can't decide what other people need, what the practice is going to do on a whole. She doesn't have the inclination, the desire or the background to do that. And she knows it and she doesn't care. The Hartsville person coming on board, if it's _____ in particular, he's okay. He doesn't want a partnership. But he wants some ownership in that. And so my thought is if he stays in Hartsville, to offer him that quarter ownership. To create that level to move forward. If we do divisional partnership, when we break out into Columbia. Divisional partnership there would be no impact at all on our partnership at all. There would be no ownership whatsoever. There would be just completely, they'd be completely separate. But we'd have some benefits from that. With some _____. If we did another doctor in Columbia to do downtown, ___ to exercise that land that we have in Columbia, it would be done ____ part time ___ too. So we're looking at _____ seven, year and a half from now, and in five years, who knows? But let's go ahead and say 9 or 10. Let's say that five years from now have been as good as the last five years of the practice. And we're able to continue to grow practice. You got ten individuals, all in varying stages with varying contributions. I can tell you this. The individual who's come in at number 10, even if they came in on a partnership tract right off the bat, would nowhere near experience, the sacrifice, the dedication or the contribution that you've gone through. And I know you're okay with that, and I know it doesn't matter to you that that person's okay to come through. But it matters to me. It matters to me. Because it's difficult to be able to say kumbaya, everything's totally even. Here is this massive thing that's been developed off the risk, blood, sweat, tears, _____ contributed to. And here you go.
Orville	Okay. Couple of thoughts. One, we don't have ten, we have two, so we'll have two guys buying into equal partnerships. Alright? Secondly --
Bob	We have five doctors right now.
Orville	We have two guys buying into equal partnership.

Bob	But there's five.
Orville	I'm not saying that there's, we've never offered to _____ even the quarter share or whatever it is. So that's, that right there, I can't even comment, that's, right now completely hypothetical. So ____ could not work out and she's gone and so that's kind of a moot point, you offer it to someone else. We'll deal with that as it comes.
Bob	She has a three year contract.
Orville	I know. I know. But right. We're talking about the here and now. We have Macy actively buying in. And we have Chad, wherever he is with his thing. So we don't have ten, we have four guys, three guys, that we, myself included, where we said you buy in on this partnership track. To change that in the middle and say oh, it's not really a full partnership track, it's something else I mean why are we having them buy in? That's my point. If we knew that was the case, you can't – it's the bait and switch. It's like saying -
Bob	_____
Orville	No, no, no. It's like saying oh yeah, come on down, join us, you'll be a partner. Uhh, by the way, you won't really be a partner in the way you think of a partner. It's like you'll be – kind of a partner, you'll have partner shares, kind of, but not really full partner. That's not what people – when you say partner, that's not what people are saying. When you say equal partner, that's not what people are thinking. Which we told both of them. So why are we even having – we should stop Macy's buy in right now. Knowing that we, he's going to be on some either divisional or provisional or whatever else share that he wants.
Bob	For the record, I have, if it were up to me, he'd be a board member _____.
Orville	For the record? I'd have Chad be a board member before him.
Bob	Yeah. But you haven't seen what I've seen. Is that fair?
Orville	I'm not going to say that, but if you saw that all along, we should have nipped it in the bud and said Chad, it's two years, we love what you did for us, but he's not going to be --
Bob	_____. He saw the money, he saw it first.
Orville	You said that he had that before even he saw money. You saw danger signs.
Bob	And I did. But then he saw the money. He suppressed a lot of his things. Okay? recently, it's gone to the point where it's even worse. Now I'm going to share with you our conversation we had on Saturday. Because it was a good one. It was, you helped make it happen, because you got us to meet. I think that was good. But I went in there and I promised myself. I swore to myself I'd go there with no bias. I sat down and we talked. During that conversation, it was an hour, it was good, it was calm. I got a better feel for him. The one most important thing that I got out of that was that he absolutely positively assures us that he is not leaving. That he does not plan on doing that, nor did he plan on

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	doing any litigation. He also said that he regretted the letter, that he wrote, and he said his attorney was the one who really proffered that letter and was pushing for that letter, and continues to push for things. And he's put it on hold. And he acknowledge the attorney didn't do anything, really, to help anything, but kind of urged patience for him. And I think that's fine, because that's what I've been urging him to do is to be patient. And so I think those things are good. I think those things are fine. But you have to question the judgment of somebody as intelligent as Chad _____ as Chad, to go ahead and to express litigious tones, in a letter or verbally through his attorney, against a partnership that he hopes to join. You just have to question that.
Orville	Maybe I'll hire an attorney.
Bob	_____ attorney _____ for the reason that he told me. Which is that you wanted to see _____ face value. You had concerns with how these contracts are fitting together and you wanted to get all of these things looked at so that you knew how they all fit together. What your exit strategy was, what the implications of the contract were, what the contract changes were. And so you wanted, essentially, a second opinion on how these all worked together and how they impacted any plans that you had for your future.
Orville	If you were me, would you have hired an attorney?
Bob	On the contract?
Orville	When I did, on the contract.
Bob	I would have probably _____ hired an attorney when I thought that things were going to break up. And I'm going to go ahead and, because you don't believe me, share with you that at any point I could have and can hire my own attorney. There's no problem with that. My attorney is going to come over to me and you know what he's going to say to me? He's going to say, who started this practice, how did this work, what's going on, how did this all _____? Damn right it is. He is going to do the same thing that all attorneys do.
Orville	So then why are you mad at Chad's attorney for representing Chad?
Bob	I'm not mad at the --
Orville	Or mad at Chad for hiring an attorney?
Bob	I'm not mad at Chad for hiring the attorney.
Orville	You just said you were.
Bob	No, I am questioning the judgment of somebody not to get an attorney to read something, but to go ahead and get an attorney and get him to proffer a letter that is litigious in its tone, and then speak to the corporate attorney of the practice he wishes to join, in a litigious tone, demanding things. Days after speaking to me verbally and saying _____ patient, whatever it takes, I totally understand. It's not a big deal _____ or when we get this whole thing done. I told him in December that things were looking _____. To use the

	comment that he gave me --
Orville	Well the same things that you said about his attorney could be said about when my attorney first spoke to Ed. Remember Ed came out of that with a very negative impression.
Bob	I _____, you should talk to Ed. Because I have _____ about that. And I said Ed, _____. And he said -
Orville	Well what about the subsequent discussion? What did he say about that one? They apparently had a very long talk on Thursday, I think.
Bob	_____.
Orville	Yeah. But the initial interaction wasn't all that positive.
Bob	_____ and all he said was that he was being --
Orville	Aggressive he said.
Bob	Aggressive or pushy or what – _____ things _____. And he said oh, that was, that's all his comment meant. That's completely different. Odie, you never wrote a letter to Jan Shaheen, you never wrote a letter to me. I never wrote a letter to you, I never got a separate attorney, or separate counsel to go ahead and do that. And I'm not going to do that. If I get my attorney, it's going to be because this isn't going to work and because we need somebody to unravel this. And it should be Bruce and it should be separate legal counsel. Cause that's what he said, ethically he can't do anything. He has to stay out. Okay? And that's what he always said during this whole process. And so he has to stay out. I've got to get an attorney, you gotta keep yours and we gotta go through just doing your divisional partnership or a separation. That's when the two attorneys get _____.
Orville	Should we be changing, if we're not going to let Macy or Chad be a partner, should we be giving them back money and changing what we're having them buy into then?
Bob	I'm not saying not to give them a partnership. Odie, I have an issue with Chad _____. That's what I have. If you came to me with an issue with something like this, I wouldn't, I would respect it. I wouldn't agree with it maybe, but I would respect it. All I'm asking you is not to agree with it, but to respect it. That's all I'm asking for. I'm telling you that I have seen perspective that you haven't.
Orville	I'm just saying, it's hard to respect it if you have inherently, tacitly agreed to let the guy be a partner by taking all his money. Or we have. And then to say after the fact --
Bob	_____
Orville	We know that that's kind of the way the buy in works.
Bob	Agreed.

Orville	I mean, like, so I mean, I know it's over his salary and yada yada. But I remember going to him and I feel like a jerk and a liar, because I remember going to him, and he said just talk to him, let him know it's going to be okay. And saying Chad, it's going to be okay. You know. Thereabouts around a year, this formula does work and the buy-in, I'm not sure what the formula is but it will work and you'll get there. So I remember saying that to him, and now I'm made to be like, oh, you just went and blatantly lied to us. For no really great reason.
Bob	Well, Odie, I want to be honest. Because at that time I felt something different than I feel now. But knowing what I feel now, I think it would be a really bad thing, not only for me, but ultimately for the practice and you as well. Cause however hard it is now to rattle something, it's going to be way harder later. Way harder later, to rouse them. And so what do you do when you make the realization that someone isn't what they thought they were? What you thought they were? What do you do?
Orville	You said you knew that before you ever offered him a partnership.
Bob	No. I had concerns. There were signs. There were signs that I ignored a little because of fear of _____ leaving, a little because of some other issues, but I ignored some signs. These signs drastically went down during a period of time. And then it came back to a range that I haven't seen before. And I would tell you that yes, if the guy is a partner, and he's taking part in everything. The sweeps, and everything else. _____ he's not on the board _____. _____. Because by then you and everyone else is going to recognize the same thing I do. _____ I really do believe that. _____ he's not bad, he's not good. He's just _____. He doesn't exercise good judgment. _____ judgement is impeccable. But he translates that same clinical approach that he has to things that are not clinical. That surgical, it's black or white, it's this or that, and I choose that course and go, is what he does clinically. And I respect him for it. Because he's got a super fast processing speed and he's super intelligent, he's a great doctor. And all of us respect him for that.
Orville	I think we should go through this _____ with Ed.
Bob	But we can't do that the other way?
Orville	I think we should go through the shareholders with Ed.
Bob	We were going to do that at the next meeting. Do you want to just hold off?
Orville	I just want to hold off and we'll do it then.
Bob	Okay. Can I go through my bullet points with you? And at least share those with you. _____
Orville	Okay. Alright.
Bob	_____.

Orville	_____
Bob	_____ talk about every change.
Orville	Okay. Do I keep this or no?
Bob	I can send it to you by email if you feel more comfortable. I'd feel more comfortable _____.
Orville	Sure. _____
Bob	___ go through it now, can we _____ now?
Orville	Okay.
Bob	Alright. So _____ in a position and all that changes is it takes out the shareholder track or not shareholder track because there's obviously not shareholder track positions and this comment just says there's going to be three _____ track, or partial ownership, equity partnership track, and full _____. _____ next page. Do you want to just read or do you -
Orville	No _____ that's fine.
Bob	Page number 2. The change, Odie, is talked about this before _____.
Orville	Okay.
Bob	Encouraged to join state, national and specialty pacs, we can't mandate that. But I think that it is important for folks to be, to do that for our specialities. And I'd also like to create a _____, as I shared with you _____ that we contribute to. And then, I'd like to have a fund for charitable --
Orville	Who would determine where the ___ sends its contributions?
Bob	We'd create a chair. You could be, the vice-chairman could. I don't care who does it, _____. It's just like a foundation. You determine what the foundation _____. The thing is we can't put it in the contract. So we'd just have to _____ another document for the pac. And the document _____ foundation would just _____ the person, but contributions as well. I'd rather do that that way. Right now what we're doing is _____ know it's the same, do you want to contribute to this_____.
Orville	Okay.
Bob	_____ certain amount of budget _____ decide where that money goes quarterly.
Orville	Okay.
Bob	_____. _____ 2.1, all this does is changes 120 to 12 _____ couple of calendar months, and that's keeping it consistent with contract aspirations. So _____. Termination by the group. Clarification is that death is an automatic termination. It's no longer something that needs a vote by the

	group. You're dead and your out. Any questions on any of that?
Orville	_____
Bob	_____. I'm going to ask you again just because you made comments that this is something that we're sharing between ourselves, right?
Orville	And Bruce.
Bob	I don't care if your attorney, that's fine. But --
Orville	Bruce is the only one I talk to about this stuff.
Bob	I don't _____, my point is that you're not sharing this with anybody beyond that.
Orville	No. _____ Jamie, just Bruce.
Bob	And you're certainly not sharing it with Gee.
Orville	I'm not sharing anything with Gee.
Bob	_____ lunch _____. Okay. page 6. Just changes, we got a new shareholder in Sharon. And instead of _____ shareholders, board of directors, we're going to see _____ basically a reflection of changing it from the current structure to one of the board _____. Next is _____ 7. Gross or professional negligence is moved to Section H below. And then it would be, I changed this because of medical records and so ___ have medical records for which you loose hospital privileges for, you can't get _____.
Orville	Okay.
Bob	You cannot. You have 30 days to remedy. Because the way it currently reads now, if you lose your privilege, Carolina _____ medical records, the group can remove you for cause. So we just didn't recognize there are some reasons why you could lose your privileges. So it allows for a 30 day _____.
Orville	_____ kind of hard to not make notes _____.
Bob	_____ the only thing that concerned me is that _____ when your check stubs and everything else that kind of come back to us, can you please make sure _____.
Orville	Okay.
Bob	_____ there's been some stuff that come back or _____ so if you could please just put this in your bag and _____. That would be fine. _____.
Orville	Alright.
Bob	After it is just a clarification, and the corporate structure _____ conditions. Clear enough. Comment 89 just speaks to the exhibits of shareholder's agreement. We _____ there are exceptions. Page, ____ the protection of physician employee ____ requiring documentation of negligence. So instead of

	currently what the contract says is _____ documents _____. Next is page 11. Not for cause will no longer be a method of termination. So we take that out is what this recommends. Anything that benefits me, obviously, it's just something that was put in there because when I asked Ed to review the contract from the perspective of the junior ___ coming through, his concern was _____ we going to have ____ perspective if you're not on the board or potentially don't get on the board, then you could get booted by the board. And so there should be some way to perhaps secure you from that process. So we wouldn't have to wait on anything if you were on board. The next comments are for taking out the not for cause termination then ___ next three things are things that I _____ like to put in there because frankly there's concerns about these existing folks that _____ engaging _____ termination. It really amounts to some inappropriate things that Gee has said around staff when he's been frustrated by some things that would be nice if we could have a deterrent for and give some sort of written ___ for, and then he not be able to do it any longer.
Orville	_____
Bob	Okay. _____ I'm open to something _____ if you feel that it can be done in some other fashion. J is misleading and deceptive information. That's if there is continued lying. _____.
Orville	Continued lying about what?
Bob	Lying about being on call, or going to the emergency room or _____. That may effect the practice. ____ going to the Hartsville because he said he had an emergency, you know, at Carolina Cosmetics. And he didn't. Okay. Physician repeatedly engages in destructive conduct in the clinic setting or hospital setting after being advised in writing that such conduct if repeated would be grounds for termination. What we could do there, cause the next thing I put for H, I, J, and K got to be a unanimous vote of the board of directors and it's got to be initiated by the chairman.
Orville	Why does it have to be initiated by the chairman?
Bob	Well why don't we do this in that part, we put that it has to be, I'm okay with that if you're talking about things for vice-chairman. We could put in there that it could be initiated by the chairman and vice-chair. If that would suit you. Cause then at least --
Orville	_____ I don't know _____.
Bob	Because then at least if you're concerned about me trying to do something to hurt someone else, then it would require both of us in order to go ahead and do something. And I'm okay with it. I just want there to be a way that if things occur consistently and if this goes more and more, we would be able to do something. The only thing that I'm worried about that I'll share, the only thing that I'm worried about would have been B. The only thing is that he has the potential to blow up. He hasn't done it here, but he's done it other places. He has a potential for just totally blowing up. The other day he went over to, you

	know, he went over to Columbia, did you hear about this dictating thing?
Orville	No.
Bob	He went in and he said we're doing something different today. I want every single new note, I want to dictate a letter to the referring doctor and I'd like them typed up by the end of the day. Cause he got into it with Laura. And he said that's what we're doing for the whole day. _____ and then he calmed down and he said you know, he's ____ is that, you know I'm not going to ask the staff to do any excessive work _____ and all I did was said I'd like to talk to you about this and see what we can do to try to accommodate your needs and he already had backed down. But I don't know. There's a part of me that wonders whether or not he would do that _____. I don't know. _____. Alright. Termination without cause comes out. These are all previous clarifications. So basically termination without a cause comes out. Any questions about taking termination for cause out?
Orville	No. I'm going to run it all by Bruce so I'm not _____.
Bob	Can I try a dialogue with you or is that just hopeless?
Orville	I mean, Bruce said, I don't know why you'd ever sign this contract, quote unquote. It's like this is, and ___ I've never seen a contract like this. _____
Bob	_____ he's never seen a practice like this _____.
Orville	All I'm saying is he's been practicing law for a while, so I don't know _____
Bob	_____
Orville:	So I don't know _____ I don't know what he's been seeing and what he's not seen.
Bob:	He's never seen a practice that does what this practice does, that operates _____.
Orville:	Okay.
Bob:	I can guarantee you. Odie, if we can't talk now, then there's not going to be a hope.
Orville:	Yeah, I said let's talk with Ed White.
Bob	Well I understand that. But our plan – my hope was, quite frankly, for us to air out things and for you to be honest.
Orville	If you were in my shoes, would you sign this contract?
Bob	I --
Orville	Honestly.
Bob	I would sign this contract provided I knew what would happen, provided that you listened to any concerns that I had that I haven't voiced yet, and that there is some way that I can feel assured that as a practice group that I'd continue to

	have my position. And if there was some way to transition me into chairmanship when you left. That's what I would do. I'm going to be very honest with you. That's what I would want to do. Because I'll be honest, if the shoes were totally, totally switched, this is what I would say. I would say, listen, there's some things that you can do, there's some things that I can do, I want to go ahead and do this as much as you can, as you said, while the sun is shining, while we can do it _____. You're going to go ahead and be able to carry this football down the field farther than anything else _____. I just want to make sure that I'm protected, that I'm the next one in line and that I can get out. That's what I would say. But the one thing I hope that you can say is that I've got a proven track record and I've got the best job in getting us to where we need to be. Would you feel comfortable saying that or not?
Orville	I, I mean, I don't feel comfortable saying anything right now one way or the other. I really don't. I really don't.
Bob	So --
Orville	I'm not sure where you think we need to be is where I think I need to be. And that's why I can't say that. That proven track record was when I was struggling and was killing myself thinking there was some great thing that I was buying into and it turned out that yes, it's great, but it's not really yours. I mean that's what the proven track record is. I mean you're still on this thing. You started it, like you said your lawyer would say, you started it, this is yours, they should be happy to be here and this is your gig. All of them can go hit the road.
Bob	Well I'm not listening to a lawyer.
Orville	But that's what I'm saying, that's how you think. You pretty much verbalized it. You put it, you framed as through a lawyer, but --
Bob	Oh, no no no. I don't think that way.
Orville	It does! The contract pretty much says that!
Bob	It doesn't though.
Orville	The contract says all these things in there.
Bob	It doesn't say that. Where does it say it? Share with me where it says that. Go ahead, share with me where it says that _____ no _____.
Orville	Alright. _____. Doctor, okay, your protections are ____ four pages ___ and have on one hand a quarter page or one and a half page protection. Right here to right there. Here where it says all the things you have. I have no confidence – that means if everyone that's pissed off at you, because their lives are totally screwed up and they're like we need a new direction and they said you're voted out. You actually get paid more for being voted out. I mean that is what --
Bob	Not more _____.
Orville	Well yeah, no, this is higher than the buy out model. That's higher than the buy-

	out amount. Uh. You can take hiring Stephanie Tetterton. Stephanie Tetterton is being paid by the practice.
Bob	I already have that in the current package.
Orville	I know but she's being paid by the practice.
Bob	Yeah, but she -
Orville	And that's my point, in the current contract you're already ahead of everyone else. This one puts you even further ahead of everyone else. You know, like, okay, you say _____. Services. Why do I kill myself even bothering to take this sleep aid _____.
Bob	Let me respond to things one at a time please, please calm down. Is that fair?
Orville	Fine. I mean you asked me a question, you said where did it show that and I'm pointing it out to you.
Bob	I asked you show me where you don't own the practice. Cause you said it's a practice I don't own anymore. You're showing me examples of protections tat I have. First let me point out that those two aren't the same thing. But let me, now that you've pointed out these things, let me at least respond to that.
Orville	Go ahead.
Bob	First issue was Stephanie Tetterton. Stephanie Tetterton was here before your were here at the practice.
Orville	What? What? I bought into the practice. Why did I even bother buying into the practice?
Bob	Odie.
Orville	See, that's my point. You're saying through your lawyer, you did it first, you're here, screw everyone else. You gave these guys an opportunity. No, dude, we bought this opportunity. We bought it. We didn't just take it, we didn't get it handed to us on a platter, we worked for it and we bought it.
Bob	Odie, I am just trying to share with you, if you were so biased and so polarized this way, then we don't even need to do anything further. If we're back to the point where we are going to go ahead and argue on something of the quality and we can't get past that, we can't get to the point to where you're saying I can't look at my children unless I have the exact same even shake as what you have, if we have to go back to that point, and that's where your position is. And you're going to become just totally emotional over that point, and not go anywhere else -
Orville	It's not emotion, if factual.
Bob	Then we don't need to meet with Ed. We don't need to meet with Ed.
Orville	Why can I meet with Ed? Alright, I'll meet with Ed on my own, how about that? I'll set up that meeting and I'll meet with Ed.

Bob	We need to get our attorneys together.
Orville	Why don't I go talk to Ed on my own.
Bob	Get an attorney.
Orville	Can I go talk to Ed on my own?
Bob	Get an attorney, and we need to go ahead and very respectfully and calmly _____ this _____.
Orville	Okay. Alright.
Bob	_____
Orville	Okay.
Bob	If we're going to revisit that.
Orville	Alright. Thank you. Alright. See if we can, because he said I'm too emotional and I can't get through this rationally. Fine. I don't know. I don't care at this point. It's just okay, let's do this. I don't know what you want me to do. You know I'm telling you that the contact sucks. Every attorney that, Bruce wasn't the first one that told me it sucks. I had two other attorneys look at it, and say dude, what is this? Oh, and I'm sure no one has ever seen anything as glorious as this practice. I guarantee it, I know that. I know that.
Bob	_____
Orville	But no, you're just being – you're saying that everyone else but you understands what this is. And no one else made any sacrifices but you.
Bob	I didn't say that.
Orville	Yes you did. You said based on what I did, the time I put into it, Stephanie Tetterton was here before you. I've been paying Stephanie's salary. I assume, with some of the work that I'm doing.
Bob	Odie, if you allow me to explain and you get me a word in edgewise, I will share with you why this doesn't have to do with the level of sacrifice that I've already acknowledged a dozen times during this conversation. You continue to go ahead and put this and twist this into something of a quality and you continue to put words in my mouth that suggest that I don't value your contribution or your sacrifice to this practice. I'm not doing that, I've taken great strides to look at this from your perspective. I know, or I want to think that you're doing the same thing from mine. But I don't know that you are.
Orville	You know Bob, for five years I've _____ this practice. For five years I have looked at it from your perspective. I really have and I continue to look at it from your perspective.
Bob	Even though --
Orville	I know you don't. You think you do but I know you don't.

Bob	Well how fair is that?
Orville	I know you don't. I signed the previous contracts. Looking at it from your perspective. Against my better judgment. Last year when I said should I get an attorney, and I said, to argue this from _____, I said no, because I'm a partner in this, Ed has my back apparently, and Ed, when I spoke to Ed, Ed said there are provisions that have to be built in for Dr. Petrowski because as the managing shareholder there are certain things that's he's going to be up against, that he started the practice and blah blah blah. So I thought that twas legitimate. I thought that Ed, who I went to for advice about the previous contract and neglected to hire my own, I didn't even realize as a shareholder, I'd have to hire my own attorney to argue with another shareholder for a contract that's new over one that hadn't even expired previously. I never realized I had to do that. It's only when Bruce pointed out some things to me, I was like whoa, did I really sign that? He's like yeah, but Ed explained that to you, I was like no, Ed never talked to me about that. But that's like, oh yeah, and this can happen to you. I was like, did you really do that? Yeah, but Ed, you know you spoke to Ed you said. I was like no, I really never spoke to Ed about this, except for Ed telling me about the provisions. On the previous contract. Not even on this one.
Bob	You know. Odie, listen. My friendship is important to you, to me. Your friendship is important to me. I hope my friendship is important to you. We're not going to get past this, boss. _____is in the end, I'm always going to compare this situation to a standard of what I had going into it because that's the human nature and that's the thing that I can't get beyond and despite your assurances to me that you'd gotten beyond this even standard and that you were beyond it, I don't believe you are.
Orville	I never was, I will tell you honestly, I never was.
Bob	You said you were.
Orville	I know, you know why I said that? I'll tell you exactly why I said that. That was in the backdrop of when you threatened a couple of things. You threatened that when we couldn't agree on a contract with William Cox or whoever else, and you threatened, well your name isn't even on it, it's all Amy's name, I'll just take it from you. I was like whoa, that's a huge threat. You remember that? You recall that conversation? Right after, when you were pissed off because I brought up the William Cox --
Bob	I didn't say Amy could take it from you.
Orville	No, you said that I would _____ you'll just pay back the money and I'll never have owned the land. Any of the land. I was like that's a huge threat. The second thing, the second thing is --
Bob	_____ the contract.
Orville	The second thing was when you said I will separate you from the practice and I said are you firing me? We had that conversation in my office up in the

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	Hartsville office, and I said and you said no, I'm sure legally there's a way I can do that, but no I haven't – you said that. You said that to me.
Bob	I don't think legally there's a way to _____.
Orville	No, no. You said, I'm sure legally there's a way I can do it, but no. And I said Oh wow, that's deep. This is deep. That is ultimately deep.
Bob	Odie.
Orville	And I said you know what? I can't, I've got to get someone on my side because obviously Ed is not it, Ed is not it.
Bob	I happened to ask, I have not asked one time, one time, nor have I thought one time, about any way of screwing Orville Dyce in this practice. Orville please let me finish this because it's so important. I have never once, once, tried to figure out any way or see about any way of screwing you, your family or anything else. I have committed to myself that if we can't work things out that there will be something that will be, that it's first of all that it's my fault. I'm the one that's changed things. And that there has to be something that's very very reasonable in unwinding of the practice that I won't let it do something to our friendship. I'm committed to that. Actually if we've reached an impasse because I fucked up, because I couldn't predict some things, because I couldn't see what things were. But I take full responsibility for it, full responsibility for it, and I will I will do whatever I can you know reason to make it so that you are fine, OK? So you can do and then you can run your practice. You can do whatever you want as even as you want – whatever you want to do, whatever yo want to do. I'm not saying this in any real way beyond this. I am not saying this as a _____ as anything else but listen – we are getting to a point where the practice won't be able to move forward. It keeps screeching. The land is the biggest deal but there's other things too. And rather than doing things with you as I want to do them, it's gonna have – it's gonna be a choice between going to the contract and seeing what I can do without you to keep the practice running or just finding a way to go ahead and separate so the things that you can live and let live and move forward. That's just where we've become. If you really can't get past the quality thing for yourself and for G and the others, and I can't get past getting to a point where there is some reasonable – where there's authority that matches my responsibility moving forward, then we can't do it. But I will say this: It's a shame because regardless of how much you feel you've been slighted in the last five years, regardless of how much I feel as though I had a disproportional amount of sacrifice or risk and contribution early in the practice as I continue to move forward, regardless of how it is, it fuckin' worked. And nobody will ever take that away from us.
Orville	(inaudible) but I will tell you _____. I know there _____ and I know that. But possibly the drive is successful to _____
Bob	And no one can deny that. Nobody can deny that. Not even _____ Nobody can deny it. But the only way we're gonna be able to get through this is for me to understand conceptually what issues you have or what things you

	personally want to do. To see if I can do anything to mitigate
Orville	I don't want to make _____ a year.
Bob	OK. _____ options that I see _____ first blush. Do I hear?
Orville	Sure.
Bob	The practice is a $10 million corporation. We have what amounts to be $5 million, a little over, in physician-derived salaries _____ at this time. The only way that that would be or could be accomplished would be by disproportionately getting revenue away from other physicians to you or the board or raising revenue without any concomitant overhead by about $2.5 million. That's about $200,000 per month. So or a combination of _____
Orville	I want to go home.
Bob	But I know that there's no way
Orville	I think I'm going home. OK, I want to go home right now.
Bob	What was that, some sort of test?
Orville	Yeah. _____ I'm just tired. Have an early day tomorrow. I want to go home.
Bob	You don't want to share with me what you want to do down the road?
Orville	I don't know what I want to do down the road.
Bob	Then why'd you ask that _____ are you just playing games?
Orville	No. _____
Bob	Is that what you want?
Orville	I don't know what I want.
Bob	So why
Orville	What I want is not – you know, when I say that I want, it apparently is not _____ to you.
Bob	I just told you two ways to do it.
Orville	No, the whole concept of _____ and the whole concept of collegiality and the whole concept of delivering on promises – that's what I want.
Bob	You used to not _____ $20.
Orville	Yeah, it's just that it's _____.
Bob	Why
Orville	How many more – because you're more willing to listen to that than you are to whatever else is said. Like I can say a million things and if it's not what you want to hear, you'll say, "That's not what we want to do." That's not gonna happen. And you just summarily dismiss it. So I would love to make $2 million a year. I'd love to do it being from _____ love to do it like a month

	and that's about it. I'd love to do that. Because there's no way in your mind like there's no way to reconcile this.
Bob	Well, how could you see doing it?
Orville	I can see working towards it. If it's a goal that I'd ever achieve, great. If I didn't want that _____, I'm like _____ happy.
Bob	You're above all that?
Orville	No, I'm saying if everyone that we slotted to be that we asked to be a partner, we were doing and I _____ I wouldn't _____ tomorrow. I'm not gonna _____. I accept that but I still want to work hard to get there. But you're saying like the only way to do it is for one person to make more and everyone else to make less.
Bob	Because you asked me the question.
Orville	I know.
Bob	Don't go ahead _____ up for gain.
Orville	It's not for a gain. I mean that's one of the things I want but it's like my – 10th or 15th thing on my list. All the other things that I've been saying all along are my top five _____ on my list.
Bob	But listen to something about this, OK? Because in this contract, _____ all the shit you did about it _____ what we actually consider. This contract is gonna allow us to get to a point where people will deal with us again. As an equal shareholder provided _____ two nine _____ in there. And you should be able to get to a point _____.
Orville	I'm listening. I might know what you're saying. _____ partnership _____
Bob	We have two and a half _____ percent _____ assume because they're not _____ Yeah, we can _____ the contract _____ from here and give him some ownership _____ and we can continue to expand on that. Every time we bring him in, a doc, we lose this proportion with them coming in with that expectation. They don't have any expectation. And so we have the practice first.
Orville	If we don't _____ he say is that we _____ now _____
Bob	No. You know you're gonna go ahead and keep trying to crucify.
Orville	I'm not trying to crucify. I'm just bringing up a point that it's not – you've got, you even acknowledged that these docs _____. _____ what you tell them in the beginning. I like that. That's great. But
Bob	These docs _____ and they never controlled _____
Orville	I know, and that's fine. But what I'm saying is that about the docs that are partners. It's like you just do something _____

Bob	What _____ partner and give them that money. And being collegial and being a board. Being on the board _____ judgment _____ You've shown that, I'm shown that. I'm telling you from my perspective _____ on that. _____ But _____ might sure have neither. And if he does, then so be it. He's not showing it now. _____ will. Do I _____ any _____? You think that the status quo will get us further than this. What every fiber of my being tells me that this will get us to where we need to be much more so than fabrication that's gonna happen now. We're _____ it's gonna be another issue _____ It's not that easy. It's good for the client ____. It's going to be what's good for the individual. _____ trying that can change. What I'm saying he's not ready. _____ I think he's a total pile of – he's just not ready _____. _____. _____ you and you _____. _____ the practice. Don't go into a transformation. It's harder than it's gotta be. It's gonna have to happen. We've gotta transform it. We've gotta get through this. That's all I'm saying. I'm not saying you can't be a shareholder. _____. It's so easy to _____ and so _____. It's just so easy. He's protecting himself. He doesn't give a crap about anything else. He's just protecting himself. That's all he wants. It's so easy to paint that picture. It's so easy to _____ that picture. It's so easy _____ my perspective. _____ from my perspective. _____ past and _____. It's not so easy to _____. _____ what I've done all the way through. It's not so easy to do that. _____. _____ is still _____ to come. We've gotta put away the _____. Looks like that's not gonna happen. It's not gonna happen that G is gonna all of a sudden change and all of a sudden be you know all for the practice and not for himself. Not now at least. _____ that kind. Maybe he needs that kind of _____ to figure things out _____. _____ take a risk. That's all I'm saying, Woody. Clean share of _____ for your family and for you.
Orville	_____
Bob	_____ sharing _____. You must have had discussions. Can you share something.
Orville	Yes.
Bob	Because you don't want to?
Orville	I don't know. I don't know what I want to share with you right now. I really don't. _____ I don't know what I'm thinkin'. Like I don't have anything to share. _____ what are you thinking? Nothing. I wasn't thinking anything. _____ the thought _____ so I mean what do you to hear me say?
Bob	I want to hear you say that I want to be a _____ I want to potentially after the kids get older is this concerns about school.
Orville	Well I'm _____. I'm gonna _____. I'm gonna leave the practice. I'm gonna leave and go somewhere else. That's what I'm gonna do.

Bob	Are you sure?
Orville	Yes. But I'm not saying this at all. I don't know when _____ is. I don't know what this long is.
Bob	So you don't see _____ leaving Hartsville but staying within the practice. If you're leaving Hartsville,
Orville	I don't know. I haven't thought about it that far. You know I really haven't. I haven't thought about moving to Kentucky or moving to California or back up to Virginia or something like that. I haven't thought about that. I just haven't. That's not what I was thinking. I was thinking a bunch of guys together helping each other out, everybody working hard, _____. That's what I was thinking. And you said it's not gonna happen. I know, I know.
Bob	No. _____ saying. That's gonna happen. That's gonna happen for sure.
Orville	You said it's not gonna happen _____.
Bob	Yeah, but you're saying two different things.
Orville	No, that's the same thing I said early on.
Bob	This is gonna allow four, more than four. It's gonna allow for seven plus hard working docs moving the practice forward. It's gonna do more than _____. _____paradigm _____. The new paradigm is going to be a larger force of stratified doctors who together are much greater than anything we can do as four. That's the new paradigm. But there's gonna be _____. There's going to be a little moving forward. I didn't say that. I didn't say we had to do that. That has to happen. That has to happen to move forward. Why are nodding your head?
Orville	I don't believe that. I think it's going to be a new era of Bob running the entire practice _____ and everyone else is _____ to you. And you're going to _____ everyone's else's lives, may affect someone else's life.
Bob	Well that's what you need to say.
Orville	Well I said that. I've been saying that all along. I said you're controlling everyone's lives. I've said that from the minute you first got in here.
Bob	No, it's the first time you said that I'm going to be trying to control your life remotely from somewhere in Charlotte or somewhere.
Orville	I use the term remotely because I said you're not going to be in clinic but like, what, two or three half days in the morning or whatever it is.
Bob	_____
Orville	When you move to Charlotte.
Bob	No.
Orville	How many days a week are you in clinic now?

Bob	Right now I'm in four half days at clinic.
Orville	_____. How many days of clinic am I in?
Bob	Well I'm actually four and half _____ clinic. You are in with Hartsville, ____, you're 6 hours there.
Orville	That's every minute of my day. How many _____ Chad and Macy in clinic?
Bob	_____ right now.
Orville	I know their numbers, I don't want to _____. My point is, there's a difference between – I would love to do – okay, you want to, I'll do four half days.
Bob	_____ for part time.
Orville	No, I get full time. You're not a part timer, you're doing four half days and you're a full timer. Four and a half days you're full time.
Bob	What are we going to do when we're getting back to the same thing and now you're going to go ahead and suggest that what I do outside of my clinic _____ is not valuable to the practice.
Orville	No, what I'm saying is when I said you were running it remotely, you said oh there, there's the problem. Oh, I say no, the problem is that you're _____. If it's _____ why are you not on site going around and _____ different things. Or going to different locations and making sure everything's running right and doing _____. How can you do that from Charlotte. Like if it's such a big deal for people to live in Camden and to live wherever, why all of a sudden in 9 and a half years it's no longer a big deal for them. That doesn't make any sense. That's just an arbitrary number. You just happened to be there 9 and half years or whatever the number is.
Bob	This is fair criticism and I want to speak to it, and I want you to keep bringing it and I want to speak to it.
Orville	_____, I really don't. I mean, that's really, and you talk about people who said that, I mean, that kind of thing -
Bob	You're allowing yourself to pass judgment without me sharing my thoughts.
Orville	I'm sorry, I'm sorry. Go.
Bob	So you've already passed judgment.
Orville	Okay, okay. Please, go ahead, _____. I'm sorry. You're right. I was ___ too much. I _____ you said _____.
Bob	Come on Odie.
Orville	No, just say it, I'm ____ I'm not. You're turning it around like something about me, me passing judgment. I'm not passing judgment I'm just stating what I saw.

Bob	I'd like to respond.
Orville	Okay and I'm saying please do.
Bob	You're right. The time is arbitrary. But the condition is not. So there is certainly more value being in the community, particularly if you're the only one in the community during the initial phase of any practice _____. Whether or not you were, who's the last ENT that was in the _____? I forget his name now. He was in two years of _____ he went to Florence. Elder, same thing. Moved out. Okay. Fair enough. The point is, that starting out a practice in the community, the initial time is unquestionably valuable. Maintaining something in that community is also unquestionably valuable. Doing it when you are the only one there? Is a third layer. But I _____ and I share with you what is, a potential, a potential, but I guarantee, a potential situation where I would need to leave to accommodate Amy's work. I share that with you. _____ share that with anybody else. I share that in confidence but I share that to you _____ down the road there's been one person whose totally _____ practice _____ you _____ much sm____er than I am _____ training and everything else and she _____ on the side _____ and what I don't know is what happened when _____ kicked it over and I can't predict it. And sometimes she's one way and sometimes she's the other.
Orville	_____ anyone else _____ here
Bob	_____ the first is that I like him I don't know this because _____ but my life has career aspirations and has real issues with potentially wasting _____ that she went through a long time _____ and she has a similar _____ surgeons _____ practice she _____ more training _____ but she's had more training than me more training than you more training than Chad _____ and she has completely _____ and so although everyone else _____ has career aspirations _____ as well and I'm sure _____ _____ but this _____ issue and _____ and those individuals _____ one of the issues that _____ is that when I came here I didn't know what _____ was going to _____ what would happen I always wanted to, I've always recognized that there that if there was some sort of a _____ _____ when I first moved _____ closer drive _____ still have a _____ but we always knew that there was going to be some different phase where Amy would get her shot at something and presumably in a practice that I started I would have the latitude to move after a period of time to allow her to it and what's happened is that along with other things have changed. Some things for the better, some things for the worse and while I was just focused on getting involved _____ the field, there are some things that _____ home my mind I mean I wasn't aware of at home that put us in a precarious situation and so I constantly _____ back to so many times you commented on how I'm okay with that because they knew what they were coming on board _____ knew they were coming to South

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	Carolina, they were ___ to this area, their wives had these opportunities, whatever they _____. I didn't come here knowing that. I didn't come here knowing what to expect. Whatever change everyone else is surprised by that we had shift around for I promise that is different than what I could expect starting I didn't know what was going to come but there were some things in that p_____ I _____ thousand dollars _____ lot of money for something else _____ fourteen hundred dollars. I used to be able to write those off completely. I can't anymore. _____ escort because of everybody else. But it's not because I didn't do my research, I just didn't know that. The things I didn't know, I didn't know about the tax ramifications, I didn't know about _____ _____ shift things around because I didn't know, not because I'm shifting them around, I didn't predict the gradient from east to west. I couldn't predict some of these things or I failed to predict some of these things and that's what's got us in the situation, but I'm trying to respond to them to try to move through them.
Orville	_____
Bob	The contract, yes, is multifaceted. It's, it's first of all a way to establish governance so that there's not this pluralistic debate that exists where somebody had ultimately has the liberum veto [?] to prevent the practice from moving forward.
Orville	But don't you see the problem without that liberum veto, you can say Chad, Orville, um _____ every day _____ 7 to _____ um you work on every other, every third Saturday, _____ 3 Saturdays out of, you did. You would do it. Do not say you wouldn't do it…
Bob	Let me…
Orville	…that's what happened _____ you left I always remember, I _____ you left and that was one of the _____ you know, and _____ you see things so much _____ Hold on, hold on. I'll let you finish, but _____ Amy _____ she pharmaceutical _____ she's going _____ management training _____ Indianapolis _____ _____ come down here to work with _____ so in her _____ training _____ move to a town like Hartsville _____ position _____ held on ____ for a year _____ training and she said _____ finally got a position _____ _____ _____ that _____ because she _____ whatever else, _____ she _____ she _____ she _____ Hartsville _____ you know, so when I say _____medical school, that _____ _____ the more she realized that _____ wise _____ but she gave it all up to come down here you know, so _____ I know you ____ but _____ she absolutely loves _____, loves it. _____ I never asked her. I never asked her _____ back _____ know, you know, so when you say that because of Amy's training and in no way shape or form _____

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	phenomenal training and _____ there's some other things going on in other people's lives around us _____ um that brought us down here you know…
Bob	Let me make _____ points there. First of all I can't know if you don't share. No. 2, I'm not suggesting that ____ people don't have the points [?] I'm telling you what my points are and how they relate to the fact that I didn't know to predict those, I couldn't make these choices, so I didn't come on to the practice knowing, if Amy and I were to join the practice and we came on knowing that we could _____ ever moved away, we wouldn't have done it. We wouldn't have done it. The third point I'd like to make is if you're saying that I'm not thinking about _____ from your perspective, then why _____ move out?
Orville	_____ nine years!
Bob	That's nine years _____ shareholder.
Orville	That's an arbitrary 9 years
Bob	Well, I I I can see _____ number of years are arbitrary…
Orville	_____ actually 11 years before we considered doing that.
Bob	My point is that it's not fair for you to say that I didn't think about you,
Orville	I'm just saying I read it and Bruce read it it looks like it was kind of built for you.
Bob	_____ how do you come up with nine years I think I said I think…
Orville	that's how long you've been here and they're like oh that makes sense
Bob	____ ? 8?
Orville	Whatever the number, I don't remember the exact _____
Bob	Well, no my point is that it's not now, it's 2 years from now. It's 2 years from now. And that's possibly, I don't know where we're going to be from that point, but I need to maintain…
Orville	_____ year or 2
Bob	_____ 2. This is my 8th year and it's after 9 years. So it's a year and a half from now.
Orville	That's 2010?
Bob	Right now it is.
Orville	Yeah. That's a year from now.
Bob	____ so, July of 2010, that'd be 8 years. July 2011 would be 9, so a year and a half from now. So that's when that is. That's what that is. This, this allows for transition from my departure to you and Chairmanship and it divides out the roles out that I have now. It does allow, in other words, nothing disrespectful, but I think that if you read this contract you will see why so many points are set

	out so that there could be a Chairman, you, automatically filling my spot when I'm out, a strong CEO is hired and somebody else…
Orville	You don't think those should be different people?
Bob	I'm saying that they will be when I'm gone.
Orville	But not before you're gone?
Bob	No.
Orville	Okay.
Bob	Cause you're not going to get the strength that you're going to get from one individual doing it. That's been one of the things that set our practice so far apart from the others.
Orville	Okay
Bob	And during the growth part, it's cut through everything and it will continue to cut through everything moving forward.
Orville	Do you think every decision you make is correct?
Bob	Absolutely not.
Orville	You don't see any value in taking anyone else's opinion…
Bob	_____
Orville	…person
Bob	Absolutely…
Orville	…not if you're Chairman and CEO
Bob	But Chairman and CEO in this contract are there are only a few things the Chairman and CEO do. And right now they're done b____ f_____. I've separated them out not to go ahead and make it so I have more power, in fact, it's the exact same amount of power that I have now, it just allows for the separation later. That's all it does. It's the same thing.
Orville	Okay.
Bob	It just creates these two entities so that later they're separable. It allows for something to happen after I'm gone. That's what it allows. _____ tell you this contract was made as it standsnow the balance of power, if you're looking at balance of power, would be between the Board, which will be according to this contract Chad, you and I and eventually Chad, Macie, you and I because the Board is trying to get representation from all 3 areas, outside of myself so that we always have somebody representing _____ areas _____…
Orville	You just said you'd never let Chad sit on the Board.
Bob	I'm just sharing with you how the contract is written right now. There's a balance of power between the Chairman and the Board and so there always has to be something that is mutually agreed upon. Okay, so there is input there.

	Now what I'm telling you is I'm no longer okay with that. But as a consequence, I'd be okay with changing it so that during the period where there was just the 2 of us that there was back and forth. I don't want to just make every decision, I value many times there have been things where you've been helpful to me greatly in 2 respects. One, is sometimes I'm idealistic and I want to cut off bigger pieces than I can chew. You brought realism to that and when I'm paranoid you s_____. And that's been a good relationship. I value it and I want to continue it. So Chad's out we have to change that to do that. But I'm not wanting to say that Chad's not able to come back in for the Board, down the road if he just starts exercising because there's one thing that was pointed out by Ed which I appreciate is he may be just so anxious that he has no where to put the anxiety that he feels he has to do something that he can't wait for you and Orville, he has to do something. And some people just feel they have to do something. And so his recent judgment _____ may just be anxiety and as Ed puts it, if he just if he was better when he saw the money and the promise maybe once he's a shareholder for a while and understands the complexities of the business and the consequences of impulsive actions, that he sheds that and demonstrates an ability to be a Board member. And to that I'd be okay with. I'm not closing the door on that. I'm just saying at this point I can't do it. He can't be a board member. I can't let him be a board member. I can't realistically say that his judgment has been commensurate with that of a member of the board. _____ member of the antac award or even Carolina _____ anything else any boards I've ever been on, you got to go ahead and act as an embassary for the corpus. Not for the individual.
Orville	You think this contract acts as an embassary for the corpus?
Bob	This contract …
Orville	…these contracts actually.
Bob	Yes, these contracts set up a governance structure whereby the interests of the corpus will go ahead and be victorious…
Orville	So…
Bob	…major …
Orville	…when you say corpus, what are you referring to?
Bob	I'm saying that the major practice the…
Orville	…but not the shareholders.
Bob	No. The 60 employees…
Orville	So the Board of Directors has no obligation to the shareholders.
Bob	It does in this contract.
Orville	Well you just said no, it's the practice as a whole, not the shareholders.
Bob	The shareholder, the cor… if you have, let's just extrapolate this. You have coca cola, okay you have shares of coco cola. Let's say we're equal owners of

	coca cola. Um, I can't call up the CEO and say, Dude, we just had a 10% drop in our stock share price. I don't know what the fuck you're buying for lunch today, but it better be under $5.00…
Orville	That's not a good example. Coca cola is a completely different organization from we.
Bob	It's an S corp
Orville	No no no, we have two shareholders. Why should I not be able to call up the CEO or Chairman or whoever that _____ and say Dude what the hell are you doing? I mean like that's, your extrapolating, I don't how they, the coco cola corp ____ is board of directors is, but I'm sure the board of directors has access to the Chair or whoever the chairman of the board is and the CEO. I'm sure as a stockholder I don't have that access but I have shareholder meetings. Right? That's okay. That's a completely different scenario from what you're describing here where there are 2 people potentially 4 shareholders
Bob	_____
Orville	Well, because right now I have, I know of 2 people plus 2 more buy in …
Bob	That's pretty …
Orville	But, but whatever, however, why can they not with 2 with _____ 3 now with Chad and potentially 4 with Macie, why can't none of them ever call the Chairman or the CEO and say hey what is going on here? Or just walk into his office and say hey what's going on here?
Bob	I'm saying that they can and in this contract there's an avenue for that to happen because unlike what the contract is now, where the managing shareholder makes all the the the decisions, in the new contract, everything seated to the board except those decisions that are expressly placed under the different officers. So there's some things that yes, you got to keep, even have to mention that the office _____ has to stay because the board, _____ mention that, can say your office is too big and you don't have a secretary anymore. That's why those provisions are in there. Because the Board can ultimately say anything. They can do whatever they like.
Orville	But then what's the difference between the contract, putting up on board and having a managing shareholder that makes all the decisions? What really can I say different on the board on that, you know, if it's a one to one vote, guess who wins? The Chairman/Ceo, if it's this has to be done, like stop building, no I'm going to build. One to one. You know, there's no difference between the 2. That's my point. Like what, I mean…
Bob	Are you talking about a board of 1 or 2 or are you talking about a board of 3 or 4?
Orville	Well, right now we only have … the way this contract stands, we don't have a board yet until this is signed, but when this is established we have board of 2 and then the minute you say Chad's not going to be a board member, well we

	still have a board of 2.
Bob	Well there's the problem. This contract was written and I've already said this, this contract was written with a board of 3 in mind. It was.
Orville	But you said now you don't want the board of 3, you want the board of 2 …
Bob	So we have …
Orville	…and it's going to be Chad and me. I mean you and uh me and you.
Bob	So we have to change it. That's what I'm trying to say. I'm trying…
Orville	What I'm saying is a board of 2 is no different from a managing shareholder, it just puts up a board there just to say we have a board. If someone looks at it, they can say there's a board.
Bob	Well, no, it it _____ 2 and anyone knows a company that's extremely successful where there were just 2 board members for years and years and decades. They went on a retreat, they decided things, it was mutually agreed upon, if they didn't reach a consensus, it stayed the old way and they they made through it. There's been plenty of examples of that. We can do that for a while until others are ready.
Orville	All right. Can I talk to Ed?
Bob	Yes.
Orville	_____ I'll call him and see _____. _____
Bob	How about if the 3 of us get together?
Orville	I just want to talk to Ed by myself.
Bob	Okay.
Orville	I can do that?
Bob	Of course you can. What's your goal on speaking with him so I just know what your thoughts are?
Orville	I just want to go through some points in the contract with him.
Bob	Why don't you talk with him and then um, _____ great if you could talk to him while I was away.
Orville	_____
Bob	During that time. Do you think we should meet after you talk with Ed, the 3 of us?
Orville	Um, I, I don't know what Ed's going to say so I'd like to talk to him first. I don't know what I think until after I talk to Ed and then you know talk to Bruce about what Ed says _____ says to him, says to me.
Bob	Okay. Why don't you give, could you give me a call after you talk to Ed, just let me know where things stand with you at least?

Orville	Okay.
Bob	Would that be fair?
Orville	That's fine.
Bob	Ba-land. I'm not trying to tell you this, all I can do but I'm asking you just to look at this from the practice's perspective . What other options are there? Is there anything at all…
Orville	I say we stop building. I say we shut it all down.
Bob	But then, the costs are still going to roll in that we can't cover. Look at the email. What do we do to cover that cost?
Orville	I say we shut it down until we get this contract signed, on this contract figured out.
Bob	The the the…
Orville	I'm being pressured to sign a contract or to sign for land on a contract that I never even wanted renegotiated and I feel like this is where the brow beating comes in. I mean at what point
Bob	Well…
Orville	I like get this stuff, we _____ 3 months ago…
Bob	_____ this. Don't, I'm asking you, outside of me just going to my parents and saying I need half a million dollars and knowing that you're ultimately not going to screw me and _____ out that you'll recognize that money can you think of any other…
Orville	Normally I would be more inclined to say yes, but even after that loan agreement for Carolina _____, …
Bob	Yeah
Orville	…where I thought we were going through a bank, and instead …
Bob	I…
Orville	…instead I said what is this and kept asking Teresa and she kept saying that you signed _____ and I'm like no, I'll have someone look at it and Teresa told me that it was a loan from you and Amy. I was like, I never thought we were signing for a loan, I mean, I'd have a least gotten to you with …
Bob	During our providers meeting I gave 2 options to that group. I gave a 10 year note that they were willing to do at a high interest rate or a 20 year note that I could do off of my …
Orville	No, no, no, no no no no do not say that…
Bob	_____
Orville	_____ with a bank _____ guarantee it. No where did you ever say I'm giving the practice a loan for this. I went back, I was like what is this,

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	is this from the _____ email I sent to Teresa was is this from the bank?
Bob	Would it make, I am happy …
Orville	No, I mean it's just some minor point…
Bob	I'm happy to refinance …
Orville	No, no no no. It's just a minor point …
Bob	I'm happy…
Orville	No, no no no it's just a minor point, that's why I'm saying before you start getting these personal loans, I need to get all this stuff sorted out.
Bob	_____ she give you.
Orville	Teresa, I did!
Bob	And she said that I did talk about those 2 options?
Orville	She said Dr. Puchalski said it was from _____ and I said no he didn't and I went back to Chad and Macie that were in there at the same meeting and they're like, no we don't _____. I'm like, did I miss something? I was sitting right next to you.
Bob	_____
Orville	That's a huge deal, dude. I mean, come on, I never heard you say I never heard you say we're, that _____ what the hell is this?
Bob	_____ we only had 2 fuckin options. I _____
Orville	The third option was not to get a loan.
Bob	Well I know that's _____. But I said …
Orville	I would rather have not gotten the loan than get a loan like that.
Bob	_____
Orville	I wanted complete, the problem is this is not clean.
Bob	What?
Orville	Every time you have a, every time you interact intermingle personal finances with the practice, I didn't even get a chance to argue for and when you find out the interests are going on 5% or whatever else, I wouldn't have gone for that. I never even had the opportunity to say no to that _____.
Bob	_____ I presented both of these…
Orville	No you did not. Did not say that.
Bob	I did present both of these.
Orville	Why don't we go and ask Chad and Macie, they were there for the same meeting. I was there. I'm not, I'm dumb, but I'm not that dumb.

Bob	Dude you're not dumb. I never said you're dumb.
Orville	I'm dumb, but I'm not that dumb.
Bob	Listen. I never…
Orville	I never ever saw it until I got _____ and I'm like what is this?
Bob	Always respected you for the intelligence that you have in the face of others saying something else. From the day that I _____ from the day that I _____
Orville	Dude, that _____ All I'm going to say is, it never came across that that loan came from you and not a bank until I got that sheet saying "here, sign this."
Bob	OD, there was only 2 options. I _____ these, is it going to come from _____? That's what I said. It's going to come from our margin account or it's going to come from the bank.
Orville	Where are the minutes of that meeting?
Bob	There's no minutes _____
Orville	I never got that impression from there.
Bob	OD, there are only 2 options. Listen, first of all it's completely reversible…
Orville	Third option. Nothing. Zilch. No loan. I would have, I could have taken from, I would have taken $400,000 myself and when I spoke to my financial person, they said, oh, well if you're doing a million dollars or 500 or whatever the number is, why are you taking out an additional amount? It's a whole lot of money of yours of person which is for the practice to have tied up in one area. So I said okay, they're like let's negotiate that ___ like do you have any literally spare cash _____ I'm like oh, we can come up with up to 100,000 Jamie was like, well no let's figure this out. Let's not do that, it's already a lot _____ personal interest $58,000 that's what we put in.
Bob	Do you want to put your money into this…
Orville	No, no I I don't know what I want to…
Bob	I'm going to give you the exact same...
Orville	I don't know what I want …
Bob	I'm going to give you the exact same terms.
Orville	I don't want any terms from …
Bob	The exact same terms and you take over the loan.
Orville	I don't want anything yet. I don't know what I want yet. I'm muddling through all this stuff…
Bob	Same thing, I'll give you the exact same terms. Take it. You think it's such a great interest rate, until you recognize that on your margin account, you're

	going to have to pay 6.5%...
Orville	Dude,
Bob	...off your margin account.
Orville	I don't even know what these terms mean. I I guess I'm stupid, I don't even know what these terms mean. So I can't say yes or no or maybe or whatever. That's why I gave the contract to Bruce to look over.
Bob	OD...
Orville	...and Bruce had his financial people look it over.
Bob	At any point, at any point that you want to take over this loan so that you loan the practice this money, I am 150% totally 100% okay with you doing it for exactly the same terms. 150% The bottom line is this we had 2 options, one had a higher monthly payment because it was 10 years instead of 20 years. If when we got our money the dividend wouldn't cover the amount that we have to make payments on. So I presented that as an option. That was the best rate that we're going to get and the best, these are the toughest times to get loans. Everything else was tight as hell. It's loosened a little bit since then, but that was the peak of it. You couldn't get anything on anything. And we had no equity because of the building. I explained this to the group. So I could, we could go through a 10 year note at a higher payment where the projected return wouldn't cover the payments on that and we would be red or we could go through something at a higher rate but the payments would be spread out over 20 years, thereby making it so we cover. And we do. We got 13.5% over 10, net positive 3.5% free money. As it goes on, it's going to be even more. So it's free money and the payments are structured in such a way that we make more money because the payments are lower. Provided you pay off the loan and I pointed this out and we all agreed that we've gotta pay off the loan fast. If we pay off the loan fast, it doesn't matter what the rate is as long as we're earning more than it. So there's, what I did was I tied up $500,000 off a margin account to do this because we have no other option to cover our amount. But even if we'd done it for a million dollars or 5 million dollars, you can go ahead and take something at 10% and get 13.5 or more for it and you're always going to make money on it. The 10% doesn't materialize if you pay it off early. So the first check that we're going to get, we're going to apply to the loan, from the distribution. That's going to bring it down. It's the amortization schedule. So as long as you apply the money to it, and keep doing it and have a period of time that it comes out, it works out great. Does that make sense? As far as your 2 options go? There's no loss of money from the practice. If I didn't do it, our other option would have had to be through a line of credit and we talked about that. The bank wouldn't give us money. We had no option for bank. It was a line of credit. But if we took a line of credit we would have been fucked now because wouldn't have been able to put money toward the house, toward the building but we would have, we wouldn't have done it. We wouldn't have been able to do it. So as much as you might think that it was a bad thing, doing it allowed us to get the 3-1/2% potentially more we pay it off our practice is going

	to earn money off this dividend and we wouldn't have been able to do it unless I put my margin account toward it. Does that make sense?
Orville	No.
Bob	Seriously. Does it for real?
Orville	No.
Bob	Are you just saying that because of …
Orville	It makes sense, the numbers make sense. The problem is where the loan came from. That's not what we expected. Or not what I expected I should say.
Bob	Well I can _____ this. I tried to make it painfully clear during that meeting. Now it's been a little while since that meeting, but I tried to make it painfully clear those were 2 options. 1 was at a higher interest rate, we talked about that.
Orville	I remember the interest rate discussion. I never heard you say and I quote I never heard you say "I will give the practice a loan off a margin account."
Bob	I said I'm going to give the practice a loan off of my margin account.
Orville	No. Never never no no.
Bob	Yes I did
Orville	No No
Bob	I told
Orville	No No
Bob	I
Orville	Absolutely not!
Bob	OD I told…
Orville	No no.
Bob	Hold on
Orville	No
Bob	OD I told you we didn't have it bank options remember that?
Orville	No. No. I don't remember. I remember they weren't ideal bank options.
Bob	_____ I remember what I was saying. It ____ practice is weak or a practice is strong. But nobody will give us a loan based on our assets in the practice. Nobody will give us a loan based on our AR. They'll only give us a loan based on our land, and we can't do our land because we're not doing a down payment on the new _____ property and we need the equity that we currently have in land to be able to go and execute the loan on the building. Do you remember that discussion?
Orville	I remember that _____.

Bob	We couldn't get anything off the AR.
Orville	I remember it was AR was too fast in or out or whatever it was.
Bob	Nobody would do _____ because they said if we go ahead and claim your assets, then you can't earn any money.
Orville	I remember that discussion.
Bob	Okay. So we said no assets. No bank would give it to us without assets. Nobody would give us anything on the AR. The only thing we had left was the real estate. We had that discussion numerous times. It's all about real estate. The real estate issue was that we _____ real estate, we need to leverage to build the new building without a down payment, and we talked about that. so our options were two-fold.
Orville	Do you remember using the words personally guarantee?
Bob	During that?
Orville	During that discussion. You used that multiple times. "I personally guarantee a loan" or something, something, something, and personally we don't have the exact words, but it was _____
Bob	Exact what?
Orville	I don't have the exact words that you used, but "I personally guarantee a loan." Interest _____. We're going to be basically – one of our options was to use all our sweeps to go towards paying down this loan quickly, and/or, but we couldn't get the rates we wanted. We couldn't get the ideal rates, and you even came back to me later on, or before that, and said _____. Well, just drop it to 500. I would have been easy, easily to say drop it to 250.
Bob	Would you be okay to dropping to zero?
Orville	I would have been okay with dropping it to zero.
Bob	I will take those shares.
Orville	Okay.
Bob	I'll be happy to take them. Please sign them over to me. I will take those shares off your hands.
Orville	I don't think you got the _____
Bob	But my point is that I'm trying to do something good
Orville	I know _____
Bob	And it's perceived as something negative, and the reason it's being perceived as something negative is because you have an inherent bias that I'm doing something against you, and I don't know why you have it, but you do, and I can defend every single decision that I make as something good for the practice because that's how I frickin' think.

Orville	All right. I'm sorry.
Bob	No. Don't say that! _____ I'm happy to transfer that loan over to you or I'm happy to _____ negative – I don't need anymore negative shit.
Orville	Okay
Bob	So I will take the shares and transfer them over and refund the payments _____. The _____- practice. I'll refund the $15,000 and transfer it over. Would that be a positive thing?
Orville	I don't know. I just haven't – Bruce hasn't commented one way or the other, and I don't want to agree or disagree with any of that until I talk to Bruce.
Bob	Okay. If that continues to be a negative thing for you, both offers are totally over. Either you can finance it, or I'll be happy to take the shares back. Put them in our name and take after practice for $15,000. _____
Orville	All right.
Bob	_____ distribution _____ from the _____
Orville	Like I said, let me talk to Bruce. I don't know what he's going to recommend. He's _____
Bob	I'll give you those two options back. Okay? I think they're fair options
Orville	Okay.
Bob	If it's perceived as something I did, take it out. _____ you think that having a personal loan, that I'm doing something _____ unfavorable. If you think it's unfavorable, then reverse it.
Orville	Okay.
Bob	Reverse it _____
Orville	I've got to use the bathroom. I'm going to head out. That the same car?
Bob	_____
Orville	Nice.
Bob	_____
Orville	No I don't. it looks nice. It looks nicer than I saw it the last time. I don't know if I didn't notice _____
Bob	Are you being sincere?
Orville	I am. I'm being sincere.
Bob	_____
Orville	Well Jamie is buying it for me. She makes the ultimate decisions. She likes – well, I like a Mercedes, but I don't know if she's going to buy that.
Bob	What kind?

Orville	It's like a used one. I told her to look at the ones coming off lease now and get a used one.
Bob	_____
Orville	We'll see. We'll see.
Bob	_____
Orville	I want something I can hit deer and survive in, though.
Orville	And that was the meeting after hours from February 8, 2010 finishing at 10:30. I have to drive all the way back to Hartsville now.

Repeat

[100202 004triestohaveaboardwithEDspe...]

Orville	Okay. Finally we're getting this board meeting started February 2. _____.
Bob	Good morning.
Orville	Hey, what's up.
Bob	How are you?
Orville	Good.
Bob	How was your party?
Orville	I missed it. Oh, which one?
Bob	Yesterday. _____ party.
Orville	Yeah, I didn't get the clinic until 1:30. So _____ done, no.
Bob	Did you get some pizza here?
Orville	I had some pizza, I left the cake for the girls so that they could just kind of enjoy it. So.
Bob	Have you heard from the board yet?
Orville	The Boards? Yes, I passed. I passed. Thank you.
Bob	Congratulations, that's awesome.
Orville	Yeah.
Bob	Alright. You feel good?
Orville	I do. I do. I'm --
Bob	When'd you hear?
Orville	I got an email on my birthday. So it was a good birthday.
Bob	On Friday.
Orville	On Friday.
Bob	Alright _____.
Orville	I just kind of, Jamie and I just kind of hung out, told my mom. She was excited, so, everyone was pretty good. It was all good.

Bob	_____?
Orville	Sure
Bob	Good.
Bob	Dr. Dyce and Dr. Gebold (?) passed their board exam.
Teresa	Alright. Congratulations.
Orville	Thank you
Teresa	You want some coffee out here?
Bob	I think _____.
Teresa	_____ is it too strong?
Orville	No, no. This is perfect. It's never too strong.
Teresa	That's what I think.
Orville	Yeah. It's never ever too strong.
Teresa	I drink coffee til about 11:00.
Bob	Alright. I tried to give you a call yesterday. Try to give you a heads up on stuff, did you get those?
Orville	I got a text late, yeah. I got a text late. So uh, that's fine.
Bob	Do you prefer to call me, call you at home sometimes or does cell phone get through sometimes or not get through sometimes?
Orville	It's variable. I mean, the hospital calls me on all different numbers so I just kind up pick up whichever one calls.
Teresa	_____?
Bob	_____ you're okay until 8:30 is that right?
Orville	I, yeah, that's what they told me, so.
Bob	Okay. _____ cool with you so we should have time. Well let's go ahead and get started. _____ little piece _____ is it out there?
Teresa	I'll go get it, let me just get it. _____ we need another coffee. A small one.
Bob	We will, we will.

Orville	Is Ed coming here?
Bob	Yes.
Orville	So I'll finally get to meet Ed?
Bob	You met him. Twice.
Orville	Oh yeah?
Bob	Do you recall? ASE? Two ASE meetings?
Orville	Wasn't he on the phone?
Bob	No.
Orville	_____
Bob	_____ meeting with Johnny late night, two late night meetings?
Orville	Oh, okay.
Bob	You recall?
Orville	I remember a bunch of meetings, I, was he sitting like in the corner or something?
Bob	_____
Orville	No, I mean at the table, but like I was down here and he was like up there or something.
Bob	_____ position.
Orville	Yeah.
Bob	_____.
Orville	I know Bruce was trying to get a hold of him yesterday.
Bob	Bruce was?
Orville	Yeah. I don't know if he got a chance to speak to him.
Bob	Good. Well I was hoping that maybe on Wednesday you and I could go through the contract after the board meeting. Does that sound - ?
Orville	Well I want to go through it with Bruce first. Cause it doesn't make sense for me to go through it and then have to go through it with him. So let me kind of bring up the points he does and then we'll kind of do it that way.
Bob	Okay. But I'd like to actually go through it with you from my perspective.

Teresa	_____.
Bob	Would that be okay?
Orville	Okay. Thank you. Yeah, sure. That's fine. That's fine.
Bob	So on Wednesday we allocate time for that?
Orville	Sure. It's just, I think we have --
Bob	We have the board thing.
Orville	Yeah. That's fine.
Bob	Let's do that. I've asked Ted to come but I wanted to --
Orville	Come to that meeting?
Bob	No. I've asked Ed to come this morning.
Orville	Okay.
Bob	To start a little tradition. But he, I did not want to make necessarily privy to the numbers. Although he knows that now. By way of another counsel. So. I'm not sure how you feel about that. But in the future we could share that with him. He's at --
Orville	It doesn't bother me one way or another.
Bob	He didn't know it before, but at this point, if he knows it, even if it _____. I talked to him and he's assured me that _____ or anybody else that were involved in _____ but I thought we _____ your thoughts I was going to keep him out. But in the future you're okay with _____?
Orville	Yeah.
Bob	Okay. Alright. _____ first ____ on here. Here's what I want to design this meeting for. It has several purposes. First thought, week after _____ total _____ from a week or two weeks ago, but we all should recognize that we have broken the $10 million barrier. So this is now a $10 million corporation. So that's good. _____ strong and _____ company kind of get _____ and so what I want to try to do is kind of formalize things through a board meeting that will have several purposes. The first and foremost is one where we can formalize the process by which there is some accountability and input into purchasing items. Because the way we've done it in the past has been a little bit informal and it's basically _____. And sometimes you don't _____ immediately, and other times just having a hard time because of vacations or schedules to be able to talk about it and get things through. So what we had before is a crush where we'd been able to talk about things during weekly meetings, but that we don't want to be appropriate because there are Wednesday

	morning meetings now. One _____ partner in the practice. And two other individuals that are not. And among the many things are a few things that I regret. One of those is the fact that this practice has about as much a disclosure as it has to everybody and I think that served to be negative in some ways. And certainly different than what other practices do. And so, my hope is that this meeting is a transition to a new more formal board structure that we can go ahead and build on. That we can do uniformly and regularly at the beginning of the month. And it would act synergistically to the meeting that we would have immediately after the providers. So the way that I envision this working would be a board meeting at the beginning of the month to review the prior month's numbers. Capital requests, any other issues that we think need to be brought to the providers meeting two weeks down the road. And then another board meeting that's much shorter maybe 15 or 20 minutes, but as long as we need, immediately following the provider's meeting to replace executive session. And the board meeting will be one where the individuals who can vote will vote on issues that may have been brought up by the provider's meeting. And so an example, if wee feel that there's an issue with Dr. Paul or a newly hired partner at Hartsville, we would bring that up at this board meeting. Seek some sort of change potentially during provider's meeting, and then respond to it in a kind of closure meeting afterwards. If on the other hand there was something that was brought up by Dr. Paul or _____ non shareholder for the practice during the provider's meeting then we could discuss it, we could get everyone's input and we would have a board vote immediately following that we could decide on if we wish to decide on it at that time or if we needed more information. Then we would hold that off until the next full board meeting at the beginning of the month. Then we make that decision then. I'm going to try to bring this meeting in the morning to try to respect both our schedules, just sort of thought it would be better for us if we did a new schedule, it would certainly be better, because on Tuesday you're here, so if you just blocked off schedules then we can meet in the morning and we shouldn't have any problems meeting for a good hour. Housekeeping issues, we can, and I would encourage us to maybe bring Barbara to this meeting periodically or even regularly so that we had finance _____ either _____ through Barbara _____ if we feel the need that this board meeting needs more resources, then one of those individuals could provide us with some _____. Since many of the issues that we're dealing with, particularly now, are legal, not necessarily contract wise, but bringing on a new doctor, that's going to _____ a contract, going to bring on, we're talking about sleep, we're talking about ASC. So, at times when appropriate if there's a legal issue on the agenda, we should think about bringing it. And Ed's willing to come on out periodically to go ahead and do something. So, I think it's a reasonable thing to kind of shoot for as well. Uh, and, that's pretty much my thoughts for that, but I wanted to get yours as well. Do you see anything else that you think would be beneficial in these meetings?
Orville	No, not really. I'll think about it.
Bob	Okay, because anything else that you think would be beneficial during these terms of resources we can just kind of evolve it as it goes.

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Orville	Okay.
Bob	Is there any thoughts on just that structure and the timing, first of the month, after providers, do you think anything else would work better?
Orville	Uh, I mean, that's fine. I'll have to see how it works, see if we can make time on the decisions, but that's fine.
Bob	Okay. Well, if we can – I'd like to ____ if you look at other organizations who are similar in size or greater in size, a monthly board meeting is the _____ most people have. Then they'll have, sometimes they'll have a meeting before that board meeting.
Orville	_____ calling.
Bob	He might have gotten lost.
Orville	Or locked out.
Teresa	_____.
Bob	Hey, you're here? We'll be out there to let you in, we're going to be ready for you in about 10 minutes. Great. Thanks.
Teresa	_____? She's out there.
Bob	Oh, okay. And so I'm going to ask, so we have some record of this, I'm going to ask that we have minutes during this meeting.
Orville	Okay
Bob	That's so we can always look back. I'm not going to record it because I think that's just a little too formal. Let's see _____ if you want to.
Orville	It doesn't matter to me. Teresa will take minutes.
Bob	_____ will take minutes. What we'll do is _____ well go _____ who does the minutes at future meetings. And so _____ for what's going on. That sound good?
Orville	That's fine.
Bob	_____ go through that. _____ that's the finances for the month. So this will change potentially by the times things move forward later in the month, but this is a snapshot of the bank accounts, this is _____ for last month, snapshot of January charges which will go up typically over the next week. Those trend upwards. And the reason they trend upwards is there's some charges that haven't been put in. That charge capture should _____ so they'll trend up a little bit, not by much, but we could break through 16. Which would be good. January collections, those do not trend upwards. That's the _____. _____ January last

	year _____. The line of credit is 274. But under the line of credit see, what, 200 of that is, of the 274 right, is construction. And then we have --
Orville	200?
Bob	About 200.
Orville	It says 100.
Bob	That's 100k, I presume that we --
Teresa	That came out of _____ the came out of the checking account last month.
Orville	Oh, is that the same 5 whatever number that we saw but it's just lower now? Because we paid bills or something? Remember the 500,000 something number that we saw last, I guess --
Bob	Same accounts. _____.
Orville	Same account.
Bob	_____
Orville	So it's just uh – so what's come out, salaries and everything has come out of that?
Bob	Salaries come out on the 5th and the 19th. Salaries have come out to be about 230. So, for instance, this is the snapshot on the first or the end of the month, if you take a snapshot of the 6th of the month, there's always a drop, because 230 goes out. Does that make sense? And then right before the salary, so on the 4th and the 18th, our accounts are the highest. That would make sense _____. Now when those come out we _____ periodically and sometimes we'll have some bills that are bigger. So if malpractice bills come through and we might have a fix on those, which I don't generally speaking, it's the 19th and the 5th is when our drops are _____. So _____. Okay. And the line of credit. So that's finances. Questions and thoughts on finances? Uh. You know, we could do and what we should do is ___ finances to the budget for the _____. Now we can compare that to the budget. So that you get a sense of how the budget _____. Next issue is the _____.
Teresa	_____ value it. You can actually _____. Did you get a copy of that _____.
Bob	Did you get that via email?
Teresa	_____ she should have _____.
Orville	When was this sent?
Teresa	Yesterday. I sent the agenda and that.

Orville	Alright. I didn't get an agenda, maybe I didn't see it. Hold on.
Bob	If you haven't gotten a chance to look at it then we can go ahead and approve it for next times, if you like, or you can go ahead and just look it over. But there are some provider handbook changes that I'd like to have us consider, and some of them just reflects differences in the fact that we now have a female physician in the practice _____.
Orville	I don't have anything – oh here it is – Teresa agenda. Yep I do. I'm sorry I didn't get a chance to look at that.
Teresa	Well I just sent that to her as primary and just copied you so she could at least print it out for your.
Orville	Okay _____.
Bob	How would you prefer to get the agendas?
Orville	Email is probably fine as long as I know it's coming.
Bob	Okay. So. Prior to next month's meeting _____ an agenda and any supporting documents so you can look those through prior to this so we can try to make a decision. But seeing that you didn't get these, why don't you go ahead and if you feel comfortable we'll move through them now. What we've done is we've just gone ahead and highlight the changes. And so I'll give you a moment to just to look through those.
Orville	So I have to approve these now?
Bob	No you don't
Orville	Okay.
Bob	I want to speak to two points if I can when you're done reading.
Orville	It's alright, go ahead.
Bob	I want to speak to all the highlights _____. Holiday call coverage. The only change there is the PAs does not cover holidays. So we have to do something to all the PAs to cover call holidays. The five consecutive business days between Labor Day and Memorial Day, it could be either way. In other words it could be one Memorial Day to the next, so we're looking for the non summer months. So that just makes it specific to the non summer months. Does that make sense? So it's just verification. Payroll policy. We're twice a month now instead of every other week. So that just keeps it in line with what we've been doing. Do you recall about six months ago we switched to twice a month instead of every two weeks? And then, do you have questions? I know you made some notations.
Orville	Well, that Memorial Day thing effects my anniversary. So if I want to approve that.

Bob	This is the time to say it. Please say it. _____
Orville	Well, I want to talk it over with Jamie and see if she can live with it in those parameters. But I know sometimes we'll do like a week and a half, and I don't want to limit it to, oh we have to take it in the summer, because if it was like this summer, we couldn't take time off. Cause all of a sudden we're like limited by the summer and then by afterwards. That's why I'm not sure I want to do that so I want to think about it some more.
Bob	Okay. But _____ put this off, it's not anything that's pressing about this provider handbook changes. I mean we've addressed it at providers _____ just put if off, and so why don't we just not put it on providers _____ and do you want to address this in the interim or do you want to just wait until the next meeting?
Orville	Well let me talk to her. Let me talk to her. Can I keep this?
Bob	Yeah.
Orville	Yeah. Let me just make points. Because I know she likes to do a blow out thing for our anniversary and that would definitely limit it.
Bob	Let me make two points here, as an obvious thing, these go without saying, but this is important, and for you Teresa and for both of us as well. The first is that we're going to have minutes, I'm going to ask you to give us these minutes for today that we're going to talk about next time. But obviously anything that we talk about during the board meeting is confidential. And so _____ for the two of us as well. And then we ought to try and commit to making sure that we make decisions at this board meeting that are in the best interest of the practice. And separate from _____ that we have anything else. And that's important for me to commit to do that, it's important for you to commit to do that as well. But we've got to try to try to do this for what's good for the practice, not based on uh, okay? The _____, this is an idea that I'd like to proffer, and basically there is _____ mixed compliance with the shirt and tie dress code that we have and some folks feel that it's too much to have ties at times. Sometimes when I go work out early in the morning it's difficult for me to bring all the stuff there, so sometimes I'll bring a shirt like this and a pair of pants and go from there. And provided that we're okay with that, what I would like to propose is that we have a balance basically that ____ granted the ability to go ahead and not wear a tie _____ which what Dr. ____ tends to do, but the trade off there is that you contribute to the foundation. And that you contribute, any day that we do that, contribute a lump sum or you can contribute daily based on it. And so, there's similar programs at larger corporations where there's a casual Friday if you contribute to a charity or you contribute to the company. It's along that same idea. Thoughts?
Orville	I, I mean, I always wear a shirt and tie, but I don't know if I want to penalize someone for doing it. Particularly living in the South and particularly when ties have been found to be not sanitary. I just don't think we should kind of start penalizing

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	folks, financially, even for one dollar to contribute to the --
Bob	Penalize, you'd be able to give money to _____ so.
Orville	I mean it's -
Bob	I've given a thousand dollars to the foundation already.
Orville	I know, but I mean, it still constitutes a penalty whether you, to allow you to do it, you have to, I mean, we're in the South. It's kind of golf and golf shirt day. You know? Like all the, I mean, I definitely prefer the shirt and tie, but it's just not, I mean, you know, all the, all these studies came out saying you're not supposed to wear a tie in clinic. Not even supposed to wear long sleeves. So that's why I kind of --
Bob	You can change it without that. I'm thinking that this is a way to foster _____.
Orville	And who's going to, who's going to – who will be the police for this? Like, are we going to let the staff report us?
Bob	No.
Orville	Cause that probably would be the only way to do it.
Bob	Well, no. I think the way to do this is through mutual consent kind of enforcement. So if you mutually consent to doing this, and there's common enforcement _____ anyway, I think it would be frankly easier for someone to say okay, listen, I'm doing this anyway, I'm just going to go ahead and give a donation to the foundation. _____ practice. And _____ able to do the collared shirt go free. The dress code would still be _____ wear a t-shirt for instance. You couldn't wear a t-shirt or jeans or sneakers. I mean, we would still have a formal dress code, but if you wanted to go relaxed and wear a golf shirt, instead of a shirt and tie, then you could do that.
Orville	What happens if you're coming from the OR? Do you have to change out of your scrubs?
Bob	No, we've always had that rule. _____ OR ____ scrubs during clinical _____. That's always been _____. The way we've _____ is very complex.
Orville	But there's no financial penalty for doing that, Bob. For not doing that.
Bob	_____.
Orville	Actually you don't have to give to the foundation if you don't want to.
Bob	_____

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Orville	No, if you wear a golf shirt you don't have to give to the foundation.
Bob	Well, _____ so you have to contribute to the foundation if you want to do something differently than what you're doing now. We're not penalizing anything, we're saying you can go ahead and do that and it's a way to foster donations to the foundation while still giving people the option of going away from the time in which to do that _____. _____.
Orville	Not really. Not really.
Bob	Okay.
Orville	Not really.
Bob	What would you rather do?
Orville	I don't know. I just, any kind of financial anything at this point I think is a little, it could just be perceived as just another little jab, like another little hey, we're going to give to the foundation for this. You know, like, if we want to dedicate a portion of our salaries to the foundation, for something else, and the foundation is what now? That's for education for the staff and for what?
Bob	Well, this was part of my conversation yesterday with the _____, and I'm sorry that I _____.
Orville	That's alright.
Bob	But so, the foundation is something that we've mentioned before in meetings, but we just recently formalized through a legal entitle. So it's a _____ charitable _____ by which members of the practice or the group can go ahead and contribute to the charity. Also, tax free. So it's a tax free, or it's a tax deductible contribution, excuse me. Also, pharmaceutical companies, to a much lesser extent now after _____ come through, but device manufacturers ___ folks, anybody else can contribute to the foundation. _____ manufacturers and we've actually got a conference call this Wednesday after our meeting to try to put together a hearing aid cooperative in South Carolina that I'm trying to organize with two other practices, and one of the benefits of that is that the, the company that we go with, can go ahead and make contributions to - that are tax deductible. So basically have a foundation by which people contribute and so you're, if you're willing, I'd like you to be the president of the corporation and therefore be the individual that doles out the money from that corporation. _____. And we will all try to see what we can get individuals to contribute to it. And so my goal is if you want to accept this responsibility, the responsibility would be to be a champion for the foundation and to try to see if you can get other individuals to try to contribute to it. The benefit would be that any money that we have there we could only use for educational purposes. That means going out to physicians practices and doing education lunches, that means doing a charitable golf tournament. A lot of foundations do. Got a brochure, I'm going to try to put together to kind of get you started so you can have something. But it's something that you can go ahead give people and say instead of lunches,

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	instead of this, instead that, go and ahead and contribute to our foundation. And try to raise money for it. But it's a way that we can go ahead and use those funds _____ for educational events. Does that make sense? And so, are you willing to do that?
Orville	Well, it's one of the things I sent to Bruce to have him look over for me too. So.
Bob	Okay. _____
Orville	Before I commit to anything, let me, just, like I said _____ with Bruce and I just want to go over everything with him, see where we are and kind of go from there.
Bob	Conceptually.
Orville	I think from what you're saying it's a great concept, you know.
Bob	Conceptually, no obligation are you willing to act in that capacity?
Orville	Pending my discussions with Bruce, yeah.
Bob	Yeah. _____ trying to _____.
Orville	That's alright.
Bob	_____. This is one way to go ahead and give money to the foundation, is that individuals can go ahead and in return for things that make them more comfortable give money to the foundation. Other practices have adopted things very similar to this. Try to give money to the foundation. Practices that have our revenue also have PACs where they contribute money to PACs _____ they have a variety of other things that are you know, kind of civically minded things. A fund for charity instead of just informally do you want to do this, do you want to do that? We have a charitable board or a subcommittee. That's something else that I think we may do at some point in the near future, where we just put a certain amount of money to that. And we can make a requirement that people give to the foundation, but rather than do that, because I agree with you, I think it's a difficult time necessarily to go ahead and mandate that somebody give to a PAC foundation or to _____ organization for the practice or to the foundation. I think it would be nice to come up with ways where people can do it. _____ started _____ thought that I'm going to be wearing collar shirts _____. So that's kind of been my thinking there. But you think about it. If you don't like it and you'd like to just go _____ that's fine. Recognize that the consequence there is that the shirt and tie will be completely gone. Which is fine. _____. _____ without the opportunity to raise anything for the _____ should _____ anything else _____ go back to it. But you're not going back to it once you lose it, the tie thing. It's very difficult to go back to. Okay, _____ charges and correspondence. It's just what we've always had in there for letters, but really it's getting the letters though. We've got an issue with that. I think you're aware that Dr. _____ is, you know, routinely three months behind in his letters. Routinely three months behind with the letters. I mean I, I know that he's busy, he's doing a lot of things, but you know, on

	days like yester – on Monday, where he was _____ very, very late. There is no chance for him _____ 4:45. On days when he's _____ 11, he does not come back here, at all, on ____ days. I'm the last car out of here at 6:00. And on Fridays when I'm done in the operating room I come here. He's ____ in that clinic at 4:30. _____ encouragement here is to try to see if he can get some of that stuff done and take it home _____.
Orville	Now you said he does have administrative time to do them?
Bob	Well he's got time after his OR _____.
Orville	He routinely finishes early in his OR?
Bob	Enough that _____ but other times, yes. _____. But he's generally out of here right at _____ spend any time looking over the letters or _____ before clinic, during his clinic, he'll go to his – I mean, I think it's just a habit he's gotten into, and you know, I routinely recall earlier in the practice where I would do letters on the weekends and on the evenings and what have you. I don't think he has to do that because he has _____ schedule. So it's a good example to do that, but I think we need to put something in here to remind folks that the goal is to try get letters out in a week.
Orville	In a week, yeah. I know it is.
Bob	And that _____ frankly, the practice looks bad when it sends out a letter in three months. I would argue _____ just don't send it and say gosh I'm sorry it must have gone through the cracks. Because if you send a letter at three months _____ we got our ass so untogether, so dismantled, that it takes three months to generate a letter back _____. I think it's hard demanding that, but I think it's good to remain folks that that's the goal through this. Would you agree?
Orville	Yep. The only thing with the – Danielle is still doing my charges and sometimes I won't see her for a little while.
Bob	Well, if you recall during the last provider's meeting I kind of floored everybody _____ to try to get that switched over.
Orville	I've been trying to send things with Stephanie sometimes. I'd just say just take this and drop it off. I know she's always getting --
Bob	I think things are getting across _____.
Orville	Yeah.
Bob	_____ get out here to say, hey, you know, we can't do this and --
Orville	Yeah, I, I'm not arguing. I agree with you. I think we need to get letters out and we need to get charges in.

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Bob	_____ take home with you.
Orville	Those you can take home with you.
Bob	And get it done at home. You know maybe he's got to be home for dinner at, you know_____ he's got to go pick up the children _____ what have you. That's fine, but maybe after the kids are in bed, you go ahead and just knock out _____ realistically 20 minuets of work.
Orville	Not three months worth.
Bob	No, but twice a week.
Orville	Yeah, I get ya.
Bob	Now that he's three months behind? _____ and now he's never going to get to it.
Orville	Never going to do it. Yeah.
Bob	_____.
Orville	I'm with you. I'm with you, we should get --
Bob	_____ talk to him, he gets all caught up, and then you know what the nurses do? They freak out. Cause he's got a stack this high.
Orville	Yeah.
Bob	And all of a sudden they're screwed.
Orville	Uh huh.
Bob	And so it's bad on multiple levels.
Orville	And you can't change the chart.
Bob	_____ he can, but it's just harder --
Orville	Well you don't really want to either. I mean you don't want to go back three months and change the chart.
Bob	Kind of tough to do, and so what we've got to try to do is foster this. I think it's a good that he can particularly respond to very well with just small reminders.
Orville	Yeah. I think he'll be okay with it.
Bob	_____. And we link this _____ okay. _____ for paying medicare _____ to his issues. What I asked him to come for is to give you _____, is I wanted Ed to give you some insight as to this issue with _____. And so I asked him to come here to give you some

	thoughts _____and so I think it would just be helpful for you to hear what I'm hearing. _____.
Ed	Hey. How are you?
Orville	Hey. How are you?
Ed	Doing good.
Bob	Alright. We're going through things. So far so good. We're going to take a break here. We were in the middle of one issue, the handbook. So we're going to have to cut off the agenda here, make room for you and try to get back to those.
Ed	Okay.
Bob	Is our plan. So I was just explaining to Dr. Dyce here that I asked you to come because well, for two reasons. One is that I'd like to go ahead as we transition over to this board meeting to make it a staple, and if there are items on the agenda that are legal in nature, lets say that it's a ambulatory surgery center, or it's the recruitment of a new doctor, _____ on his contract, or its something else. I think the board would benefit from hearing any of the issues that present themselves from you because you can articulate them better than I can.
Ed	Uh huh.
Bob	In some cases. And so what I'd like to commit to do in the future is if there's any kind of a legal issue that's important that is complicated to have you come if you'd be willing to.
Ed.	Sure.
Bob	Or at least join by conference call as the corporate attorney so that you can share some of the nuances. You and I speak a lot, and I think you do a very good of explaining things to me. But something's always lost a little bit in translation. And so _____ complicated issues I think it would be beneficial. Teresa also _____ benefit of _____ speaking ____ all this is usually brought out through me, so doing it this way might be a little bit better, so that people can ask questions that might not _____. So with that in mind, the second part of this was, as I mentioned to you, we have got this one issue where an attorney has sent a letter to you as corporate counsel for the practice and I have done the best that I have done to try to convey the contents of that letter and just my thoughts and your thoughts about the letter to Dr. Dyce but I thought that this would be a reasonable thing for you to go ahead and just brief us on and give us your sense for so that we're all hearing the same thing and you _____ on what's going on.
Orville	Did I get that letter. I don't think I saw that letter.
Ed	I ___ a copy if you want to _____ notes. Ya'll want to make a copy?

Bob	Yeah we can make a copy. Or do you want to look at it or do you want to make a copy?
Orville	Ah, it doesn't matter. I can look at it. I don't need a copy.
Ed	I'll give you – do you want me to just jump in and sort of --
Orville	Please do.
Bob	Do you want to read it or do you want him just to go.
Orville	He can just go. I can kind of skim over it.
Ed	I mean basically there's two letters, there's a follow up letter I think that sort of softened it a little bit, and I think that, you know, what I would say that there's, that I was thinking about this on the way over there, you know, how to, you know where to sort of start with this. Let me just say, in the beginning, I'm not trying to say anything to try to impugn Chad, and I think that's ya'll's decision, I understand he's an excellent doctor and I'm not trying to in any way say this is what you do or how you decide it, but this is more of a process in how the corporation should function and I think what I would say starting is, I think the letter and maybe because of the lawyer's style or because he's an employment lawyer, primarily, and he's in there fighting for the employee's rights, etc. But it was very uncharacteristic of what, that I normally see in terms of people starting a relationship. It was more characteristic of what I view as people when they're ending relationships and having problems _____ just the time and approach. And I think what I would say to you, and Orville just so, because I have had a lot of conversations with Bob about the legal stuff, but I would say the process that ___ to work, and I helped Bob sort of outline his thoughts that he sent over to Chad, but the process is this is the Board's decision to vote somebody in, it's the Board, and of course the two of you today, the corporation is structured where the shareholders function as the board. That's the ____ steps to enclose a corporation, now to just make it a little less formal, but the reality of it is when this corporation makes decisions, the two of ya'll have to come together and formally _____ consent, vote for the decision for the company. So the decision to admit Chad and the decision of what it cost to buy in, or particularly board functions. One of the things that I explained to Bob as we were working through the shareholder's agreement, not only this version that's on the table but the version that ya'll signed, is it is not recommendation for you to _____, in other words, the agreement that you designed talks more about exists, you know how you get out and what you do when you get out. And there's a lot of good reasons for that. Some of the worst fights you have is when a family comes in and it's not the two of you talking or sitting and agreement, it's your heirs or a lawyer that's sort of driving – let me tell you the worst fight I've ever seen in a courtroom context, in litigation, was an estate to a company. I'd been brought in by the CFOs, it wasn't a medical practice, but I was brought in by the CFO to represent the company. We didn't draw up a shareholder's agreement. He died. And his family sued the company and they retained us as counsel to work through it. But it was a two year battle and it was all over money. And it wasn't the original people at the table, and it was a very, what I

would say, unscrupulous set of lawyers that were at the table representing the family. But the point of it is, there's a lot of good reasons for the agreement and the defining your exits. But going forward whether you give everybody the exact same entrance, the exact same terms, it's my recommendation the Board maintain the flexibility to set the price between because two years from now, three years from now, five years from now, you don't know what circumstances exist. You know, it may be that there's something catastrophic has happened economically, or there's more need for guaranties for whatever, but the Board has a capacity to say on a particular day for a particular shareholder, this is what it costs to get in the company. The employment agreement that we have for Chad is what I refer to as a shareholder track agreement. And we do this a lot where somebody's been identified and no longer just sort of an employee. You've been identified as somebody that's moving towards admission into the company and there's a discussion of you being admitted to the company but it's very carefully defined and the agreement can say certain things have to occur. And in Chad's agreement it says you have to be approved by the group, which means the two of you both. You have to sign a shareholders agreement which hasn't been, I'm not aware of him being offered a shareholder's agreement, and the third thing is, and I put this in there very deliberately, is you comply with any other requirements of the Board. And what that means, or the group, and that is the Board, not to confuse ya'll, but I think your current draft of an agreement, you're going back to a regular board. You sort of, at least the discussions we've had is that Bob contemplates with more physicians coming in you want to keep that centralized in a smaller group. Not just everybody functions as the board. But, he, the flexibility was put for the board to put out any other conditions that they saw were necessary. Here, I went back and looked, and in your agreement we had a stock purchase agreement. That was just to memorialize this is the price, these are the shares, and went through some perfunctory language we normally have. But that defines your entrance into the group. Now the process I outlined for you that you conveyed to Chad was these things need to occur. And as of this date you're not technically a shareholder and the board determines the price. That's the way it ought to function. And that's the process we've been, we went down with you in a less formal way, but that, as you add more shareholders, I think that ought to become more formalized and more process oriented. The thing here, what I would say, and I also share with Bob, I think there's a disconnect in what's coming from Chad's attorney in this letter and I think you know, when I first read it I talked to Bob, I said I've never seen this letter and you and Orville wrote, and I still haven't seen the letter that references sometime back in June of 2008, and the conversations I had with Bob is probably worth spending a few minutes on this, about your entry. Because when you first came to us, we had not done your original shareholder's agreement. We had not set up your corporation. One of the things we did, we explained to Bob is, ya'll need to be a PA. You can't function as a regular corporation. I mean professionals in the medical profession have to be a PA where they have responsibility for their individual actions. Your own malpractice. And the way you deal with that is you _____, but I think your local attorney had just set it up as a corporation. The risk there is a court could set aside the company. And just disregard it, because it would be against public – we have a prohibition in South Carolina that physicians cannot practice behind corporations. In other words, you

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	can't protect yourself from liability with a corporate shield. A PA is a form of corporation that the professionals that are providing services have responsibility for their actions. Their malpractice. And so an individuals you're responsible to your patient if you do something, you commit something, you know, malpractice. So we cleaned that up, and in the process you _____ shareholder agreement and we started with that form. And the shareholder's agreement that you signed. But when Bob first started talking to me about doing this, one of the things he ___ was doing this thing with the buy in. You know we're looking at the revenue, and I think your attorney had maybe recommended that that you didn't have to come in and make a purchase with after tax dollars, that the company was basically, and the way I articulated this is timing your entry into the company. And I said Bob ya'll can't go back, I mean, in Bob's mind as we're talking about something where we kind of agree from a point in time to another point in time, the company's got to earn a certain amount of revenue before you're formally admitted, and I said Bob you can't go back and admit shares retroactively. And I said it makes a huge mess legally. And one of the problems you have is an S corporation. If you retroactively issue shares, when you haven't been issuing K1 in the same manner, you're going to mess up your S status, and if you mess up the S status, everybody has a tax problem. The corporation has a tax problem, the shareholders have a tax problem. When I spoke with Austin, he was on the same page. I mean he was telling you the same thing. And so what we did, and one of the reasons that we had to sign this little stock purchase agreement was if there ever is an audit, there's a point in time defined of your entry. And I think it's July 16, of 2008. Now ya'll had discussions, ya'll had dialogue, ya'll had conversations about money and I think there was an understanding you were going to be admitted. I mean I think Bob already said you're basically going to be a shareholder. That formality that we put on top of that, and what I explained to Bob at that point in time, you have to be careful because what a lot of groups do is they'll just say okay, we'll add an extra year, or we'll measure a period of time. I don't think they go through the level of calculations that you go through. And what I had sort of articulated to you was as long as you're having conversations about this is a concept, this is how we're going to time this or this is what I'm doing, at that time you were the sole shareholder prior to Orville's entry, and now it's two of you functioning as a board, you know, two of you as shareholders, that the approach, and even when the next shareholder comes in, that if you still have those conversations, you need to be clear that this doesn't mean you've been admitted to the company yet, this is a method of timing your entry into the company. It's a way of allowing the company to earn more, or the other shareholders to draw more out in lieu of you taking after tax dollars. Now technically, that's an audit list for the shareholder buying in. And one of the things, and I'll come back to this letter, but one of the things that this lawyer did was just sort of perfectly, you know, put that down on paper so if the IRS ever sees it, they can understand what you're trying to do is save him tax and if there were an issue made over that, then Chad or anybody else, they can potentially have a tax problem. I raised that to his lawyer, and I don't think he cares. He said that's already happening, we're more worried about the money. But the thing that I tell you here if you go back and retroactively issue shares you're going to mess up your S status, or you're going to create a significant issue. The

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	thing that your current shareholder's agreement has a provision, I didn't look at this until this morning in anticipation of coming over here, we put a clause in the shareholders agreements of S corporations that as shareholders and board members, you don't do anything that's going to mess up the S corporation status, or you can have responsibility for the economic consequences to the company. So that being said, I can tell you as corporate counsel, you don't want to be retroactively issuing shares where K1s have already been issued and years have closed. Now coming back to the letter, what he's saying in the letter is Chad was promised this stuff and we need to reconcile it and we need to verify it and we want to see your financial information and he was made a shareholder on June 1, 2008. I mean I didn't realize this until this morning. That would be before you were made a shareholder. I mean, you were made a shareholder on July 16, of 2008. It would violate the S corporation status, it would mess up the voting and everything that's been done to date. And what I tried to tell him is that it hasn't occurred yet, it doesn't mean that it's not going to occur, but I can't sit there and commit to you and tell you he's going to be admitted. I mean until the two of ya'll sit down and formally vote, you know, I can't be making commitments to him. The thing I would tell you when I spoke with him and I would sort of view this letter as a little overbearing or a little over reaching, pretty audacious in terms of the lawyer saying we wanted this information, we want this financial information. As shareholder in a company you have rights to financial information. As an employee of the company, you don't necessarily have, I mean, the company can give you information, but you can't demand it. And I think what he has done in his letter, he is implying a contract. He's implying that you now, Chad is now an owner and he needs to reconcile _____. What I had hoped when I had talked to him and it may just be this is his style I don't know, cause he's sort of backed off in that second note a little bit, but the thing I find problematic about the second letter is he's saying first you said you were going to do this, and now you're saying you're not. I mean, I never told him we're not going to issue shares. That ya'll are not going to issue shares. And I'm not sure you ever told him that, but what I was carefully telling him was that I'm not going to tell you certain things are going to happen. I mean, that's not my role as attorney, to say he's going to be approved, he has been approved. I think as a practical matter this really is as far as Chad's concerned is a matter of trust and a matter of does he believe that you're going to follow through on the concepts that you've articulated to him. That's what I would share with you. They're concepts. And everybody entering the company as a professional that's working for that company is going to have an exchange of concepts. You'd be foolish not to. You'd be foolish not to understand what does it take to become an owner and what are my economic rights when I become an owner. And ya'll know that well in advance because you're working towards that. My recommendation, I mean I think you've given Chad the right communication in terms of process, and the formalities that need to occur, but I think if you want to offer him something in terms of does he have comfort that he's getting what was promised. Does he have comfort that you're doing what you said you were going to do. I'm assuming ya'll had these conversations and ya'll went through this process and ya'll got to a conclusion that was satisfactory. My recollection is you may have spoken with Austin in some point in terms and getting comfortable with the dollars and, let

	me back up one second. I'm not a big fan of this approach, of this buy in being that meticulously articulated with numbers and sweep ___, and I really don't even care what the number is, and I don't even know what the number is. I don't know how ya'll got to the number, and the thing I told you, when you're doing Orville, ya'll can have those conversations, but understand until we issue the shares, he doesn't become a shareholder and we will define a number that you want an agreement. And that's what your agreement says. It says $50,000. A stock purchase agreement. And all this other stuff was a timing. It was a timing. Now the practical reality is because you're an S corporation, if you're buying in, if Chad's buying in without after-tax dollars, he's not writing a check out of his account for whatever this number ends up being, ya'll are paying the tax on what stays in the company. I mean, the shareholders pay the tax to the K1, so it's not an illumination tax, there may be a slight differential in rates and there might be a slight benefit to him. There's clearly a benefit to a guy coming in. He doesn't have to come up with a bunch of cash. He doesn't' have to borrow money or pay with after tax dollars. But the government is still taxing the same amount of revenue. And that's why that _____ reconciliation came about with Austin. As far as a recommendation, it may be _____ ideas, to give him a sit down with Austin and to give him, if you want to go that far. I think it's up to ya'll in terms of what you do. His attorney has asked for a lot of detailed financial information. You don't owe that to him necessarily. He's implying that there's some sort of contract that give him that right. Your contracts that are out there today don't give him that right. His status as an employee doesn't give him that right. When he becomes a shareholder he has a right to financial information. Now there is some companies that they limit how much they want their information just circulating out in the public. And there are a lot of reasons, a lot of good reasons to maintain confidentiality of financial information. I've got a client, they know, because we've told them, that their shareholders have to be given their audit report every year. Now ya'll, ya'll probably don't do a formal audit. They don't want those audit reports circulating around in their families. And their homes. And what they do is, every year when they have the shareholder's agreement, this is about 35 shareholders, they produce the audit report at their shareholder's meeting and they allow them to come into the offices and review it. They allow them to sit down with their CFO and review it. They allow them to talk about financial information. They don't publish that stuff externally in hard copy. Ya'll can make a decision about how you want your financial information _____. And if you want to bring Chad in _____ it's up to you whether the lawyer comes in and you may let him come in. But walking away with the information in hard copy, that's something ya'll can say yes or no to. The thing that I would recommend that, I know, I got a call from your attorney yesterday late, and I was in a meeting and so I'm going to be calling him back to talk about your current draft of the shareholder's agreement. I think he has some questions, but, you know, my recommendation is ya'll decide what you're going to do with that. Because the shareholder's agreement you have on the table now has to be amended to admit the next person. And I think what you're proposing and what you've produced for Orville is a much more defining process in terms of governance, in terms of position, reservation of rights to you, economic rights to you, you know ceratin reservation of rights to you and Hartsfield. A lot on

	this stuff about where you have to live. My recommendation is ya'll finish, I mean ya'll have to agree upon that. Ya'll are the two shareholders and board. That is also going back to a formal board. Not just the shareholders acting as a board, which means that becomes more centralized. It stays a smaller group as the number of shareholders grow. Y'all agree upon that and what you're going to do with that first. And then we go through a very formal process with Chad in terms of you execute the same sort of purchase agreement you did to just defining forms so you don't have all this stuff scrambling around about the suite agreements and the revenues and a lot of issues. He's presented – I think there's a new employment agreement that's been modified a little bit but technically the agreement he has now will transition over into the same agreement y'all have that you presented with the shareholders agreement, the employment agreement and a stock purchase agreement. And you put a formal board vote in and define that purchase price. In other words, that 50,000 number or whatever number y'all come up with. And in the meantime, you know try to relay to him that this is all going to come about and it's all going to be done fairly. And it's all going to be done consistently with the way the two of y'all have done. And the other thing would be that if you can bonus him and compensate him however you want.
Bob	We're actually paying him $546,000 over his contract right now. We've done that out of good will because of the same process that we adopted when the ____ was coming through. But we're bonusing him right now 546 over _____. And I appreciate – I thought it would be helpful for Dr. Dice and Orville to hear just what I'm hearing from you. But just as an update for the board and for everybody here, I get a sense I've sent two emails, two text messages and a phone call as well as ____ clinic twice _____. And I might as well have H1N1 and be coughing around him. I mean he's avoiding me. He's been avoiding me and so I think there's a attempt to do to follow your advice and you give this to me and I tried but there may be another dynamic here that we're not aware of. But – or intervention here – maybe there's not. But I sent those emails asking for a meeting in person. I sent a text message on Saturday morning. One on Sunday morning. Got something back Sunday night that said can't meet. I'll you know have to find some other time. Called him last night and his attitude is basically well, we'll meet when I feel like we should meet kind of thing. It's generally later on. But you know I will certainly try to do that. I'm trying to follow your advice.
Ed	But the one thing I did not like about the conversation with an attorney and I'm not trying to bash attorneys 'cause I mean we're all big boys. We know how to negotiate. We know how to push issues for our clients. And we know how to operate without getting our feelings hurt. But the thing that I did not like is I mean the letter appeared more like the letters we receive when we're fighting over companies. And we've done that. And we do that. And that's you know something my job on the front end is to try to structure something that not only serves your governance and expectations but prevents those fights. And they can be very ugly and expensive fights. I mean if you've got a whole lot coming through this company that potential also exists. The thing I did not like about the letter was when I stopped him to say what letter are you talking about? And he described the letter. And he's

	very quick to say and that's when he was made a shareholder. And then I said well you know this is what they've got. I said what shareholders agreement are you talking about? And he's looking at a draft version 7. Y'all signed version 10 of the agreement. And of course we're now on version 34 or whatever. But the thing that when I pointed him I mean he was very quick to say you promised him this, he did this, he's performed and now you owe him this. I said I don't have any expectation that he's not going to – they're not going to fulfill the things they've articulated but their concept – but when I got to the point of what his employment agreement says, I mean it was very much you said these things, you've got to do these things and this is the way it is. But as soon as I said this is what his employment agreement says, he was very quick to say I've read his agreement. And to me that's somebody that's not listening. They're just saying this is what we want. This is what I want. And I don't know where that's coming from. And I don't know why. But I can tell you if I were representing a physician and talking to a group, I'd do more the way of acquiring and trying to understand. What are y'all doing? Why are you doing it? How are you doing it? And then let me make sure my client's getting what he's supposed to be getting. But there was very little of let me understand. It was let me tell you what we need. And I think you know that's part of the disconnect. And I think, to the extent y'all try to bridge that with Chad or try to bridge it, you know I can try to bridge it with his attorney, but I think what you communicate absolutely needed to be communicated in terms of this is the process. And we're going to do what we said we were going to do.
Bob	I'll try to solve that. As a commitment on ____ to me. And I'll offer that and I think given me to speak with him just so I can kind of get some sort of personal conversation going. But I don't know that he would want that to occur. I don't know that he wants that right now. And it might be he just needs time. Or he displays anxiety. But in the interest of time here, we've only got seven minutes and Dr. Dice has to leave at 8:30.
Ed	Okay.
Bob	There's some questions that you have or obviously seven minutes here. But we've spent longer time. Any questions that you have for Ed?
Orville	No. None right now.
Bob	So about this issue. It's beneficial to kind of hear from Ed on this issue and the legal issues in the future?
Orville	Sure. And you said I can get a copy of that.
Ed	Yeah. Y'all can keep those if you want. I've got some notes shortly --
Bob	We mentioned this once earlier in the meeting. Anything we have here is confidential, right? It goes no where else. It's just for you own eyes. That's important. _____ but yes absolutely. One of these copies here. _____. Leave it in the car or my concern is that you leave it in a nurse's station or something like that.

Ed	Now I did relay to his attorney and he reflects that in the second letter because I think what you had told me was when I talk to attorneys, don't turn over anything because whatever conversation you have were coming back as if they were contracts. And they're come back as if they're prior commitment. But I finally did tell him 'cause it was clear to me that the attorney is concerned about the money and concerned about reconciling the money. And I think that may be properly more a role for Austin and your level of concern about how far we let our financial information you know go into beyond the board and company, but the thing that I did tell him was, 'cause he didn't understand why something wasn't being done today. So I finally just said look, there's a new shareholders agreement being discussed. There's a new shareholders agreement on the table and you need to wait because they're going to produce a shareholders agreement for Chad to sign. So he seemed to understand that. And so that's his reference in there about the negotiation. But I did disclose that much to him only because it seemed to fuel the lawyer's anxiety not knowing why we couldn't say they're going to do this next week. They're going to do this the following week.
Bob	As a parting question, for advice just a minute of advice. This can go anyway and not getting any signals back. What is your recommendation to us as to what we say? In other words, when I speak of him, my hope is to try to make him feel better from the shareholders perspective. And as I did in the email to try to encourage him to be patient. In doing that, though, am I providing some legal fodder if he were to be going – if he's made a conscious decision to go a different direction. And what we're facing _____. Do we _____ careful what we say to him? In other words, can I try say – should I say encouraging words? Or is that a bad thing to do?
Ed	If there's no reluctance to make him a shareholder, in terms of that's – I think you would just couch what you say in terms of there's a formal process and it will be documented but we want you to understand we're going to get you comfortable with this. I think you could relay – I mean he may want to talk to you about your process of getting comfortable with the resolution the buy in was calculated. And I think both of y'all ought to just sit down and talk to him. And just say look, you know we've got to finish some corporate stuff. And then we're going to come back to you and you're not going to be you know – I would personally think about recommending that he can have time with Austin when the day comes. I mean I would sort of posture the reconciliation of the economic concept and I would refer and again that's a timing issue of when he's admitted to the company that maybe you let Austin sit down with him. And y'all go over it and he can make sure that he was treated fairly and it squares with everything you told him would be coming. But you're not making contractual commitments to him. And that's just – that's the disconnect between what his lawyer's trying to suggest.
Bob	I appreciate that advice then.
Ed	I think you ought to reach out to him and try to bring him some comfort --
Bob	Still doing it. It's still coming.

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Ed	I'll get out of your way. Good to see you.
Orville	Thanks for coming. Appreciate it. Thank you.
Bob	No problems finding it to get here.
Ed	No. Actually it was easier this time.
Bob	Did it come back to you?
Ed	Yeah it did.
Bob	Did you see our building. When you go back over there, you'll see a building --
Orville	I can have this one? Am I leaving this or keeping this?
Ed	I'll be sure to take a peek on the way out.
Bob	Sounds good. Take care. This seems to be going very well. I think we're getting a lot done. Would you be amenable to having Teresa or somebody call and see if you can go to the OR a little bit late?
Orville	Sure.
Bob	That be okay? Please try to make that happen for us – let's just try to get through this thing. Did you need to go to the bathroom _____?
Orville	No. No thanks.
Bob	And if you would – thank you for _____ if we could spend – I've got a conference call I think about _____. We're going to be done probably ___ 7:00 a shareholders meeting. So if you would give me that between because we have a shareholders meeting. _____.
Orville	That I know.
Bob	6:00 to 7:00. I've got a 8:30 meeting for here for _____ network. _____ and so I've got an hour and a half there. And so will you please allow me go through the contract and just give you my thoughts and give me that time in between? That I think would be very helpful for us.
Orville	Sure.
Bob	And then hopefully Bruce can bring comments to bear to him and I'm not going to get any other attorney involved. We're trying to just get this through. But I wanted to do that just so you could kind of hear what I'm hearing from Chad.
Orville	Okay.
Bob	The call that I had with him yesterday was very I think I'd describe it as a very low

	interest in meeting. Have you heard anything like that?
Orville	No. Not really.
Bob	You're not getting the same signals apparently?
Orville	I'm not.
Bob	You're getting very positive signals.
Orville	I'm getting very positive signals from him.
Bob	Okay. I know this can't get us other than perhaps you know I attempt to try to navigate this as _____. I have concerns obviously. But I'm going to try to get to him. If you do speak to him, would you encourage him to speak with me?
Orville	Sure. I can do that. Oh, thank you. You didn't have to give me a copy. I don't like – oh, no no no. Oh yeah, this is yours. No, no. I 'm good. I _____.
Woman	You want more? Jean's gonna give it, she's going to buzz him.
Orville	No, no. I'm good. I'm good. _____
Man	_____
Orville	I will try.
Bob	_____. Uh, what I'd like to do is to talk to you about this malpractice insurance. We have an opportunity to save some money _____ how much we'll be able to save. _____ go out for signature. I needed to get a _____ get this out. Apparently, _____ one physician has a reluctance to even sign it. Come on in.
Orville	Well, that's also from my standpoint, that's also with Bruce, _____ so.
Bob	I'm going to ask if _____ hear this _____. Why don't you go ahead and give us the difference here.
Tammy	Okay
Bob	What I want _____ to do is _____ look through this. Obviously _____ case pending against the practice in the past there is no chance for us to move away from the practice ____ and we have a new doctor coming on board, which is a new window for us _____ we've been paying _____ basis and we're allowed for the flexibility to switch _____ a different cheaper ones. There's also a concern _____ because they don't have the funds in proportion that others do. And so I asked her to put together an analysis and Tammy why don't you go ahead and run with that.
Tammy	Okay. Well it looks like MedPro, which is Medical Protective Services, their, they

	definitely offer the same limits but at a much better rate. If you look toward the bottom of the sheet we're going to be saving, just in premium, almost $30,000 a year, because we do get a 50% discount with Dr. Paul, where G_____ and PCF will not offer any discounts, not unless she were to take a risk management course which is only going to save us 2% anyway. 2% versus 50%. But -
Orville	50% over what period of time?
Tammy	_____. But Metro Op has some advantages, the first being you can settle cases without consent of the _____, oh, sorry, they cannot settle any cases without consulting the physician first. And I know that was the biggest thing that Dr. Puchalski wanted. And I did do some research just to see how well they are rated, they are A++ rating, which is the highest rating that they can get. Then I just put a little blurb here that the entity limits are not shared. Right now they're shared with the physicians. So while we still have entity coverage, the limit is, you know, $1 million/$3 million, but if there is a case against a doctor and against the practice, it's going to be shared, where here they're separate. So, I guess that gives you more coverage for a lot less money. You get what I'm saying?
Orville	No.
Tammy	Okay. If there was a case against Dr. Puchalski and the practice, the limit is only going to $1 million/$3 million.
Orville	Currently.
Tammy	Right. If, and that's it, that's going to be it. But with MedPro, same situation, a case against Dr. Puchalski and the practice, it's actually going to be $2 million/$6 million. Because you've got entity insurance and physician insurance. It's separate. Apparently we're sharing it.
Bob	Tammy, could you comment please on whether or not this is claims based or _____ based?
Tammy	This is _____ based which is what we _____ we don't want, even though the premiums are much lower, I was told not to look for that because it does go up and up and up and up. But it's not as good as I understand.
Bob	So if physicians _____ right now or in the future, whether we keep the current policy or go switch to this new one, there's still no need for a _____.
Tammy	Right. _____.
Bob	So any questions for Tammy? We're good. So overall savings is $28,700, right now then.
Tammy	Yes. $28,700.
Bob	Thank you very much.

Tammy	Okay.
Orville	So why is this one so much less expensive. I thought when you initially signed up a couple of years back, when we talked about signing up for JUAPCF, you were saying it was the least expensive one that was out there.
Tammy	It probably used to be.
Bob	At one time they were. JUAPCF has gone up on their rates despite tort reform. Whereas other markets, once we got tort reform, other insurers came in to our market. _____. And so the medical _____ is a national ____ doctors _____. But these national ones started flooding into states where tort reform _____ since we're a tort reform state now, they waited for two years, or three years, after tort reform passed, so that the statute of limitations expires on all those old cases and it has now. So anything that we, any suit that we get now is under the new rules. So that's tort reform, and so they _____. So it's more appealing to insurance companies. So there's been an influx of insurance companies. That's driven down the rates. _____ rate, is that _____ insurance companies can be mutual or they can be _____. And if you are a mutual insurance company, then _____ then basically you have to pay what the last year's expenses were in premiums the following year. So JUAPCF has to raise its rates because it has to base it's rates on what the payouts were the year before. And they got a policy where the doctors can't go ahead and say no settlement. So they're going to settle and drive up the rates basically and make themselves less competitive. So that's why the margin has gone up. Another insurance company that's corporate can say no, we're going to go ahead and link all payments to what we think they're going to be, and take that risk. And so it's different. JUAPCF has no risk _____ but the PCF portion of the ____ compensation fund basically you take all the payments for the yaer before, divide them _____ next year _____. Thanks, Tammy.
Tammy	Okay. Do I wait for final approval to go ahead and _____?
Bob	_____.
Tammy	Thank you.
Bob	And we'll get something to you.
Tammy	_____.
Bob	You have _____. So that's the scoop on malpractice insurance. There is no difference between this and what you have currently. At all. In terms of coverage or anything else. But I think that this is an opportunity for us to save money _____ and it's a good time, maybe not _____, but Paul's _____ predicated on ____ coming in with her. And so we gotta decide on where to go with her for malpractice. And so we've all _____ with them _____ we can decide to go ahead and save this money. Are you okay with doing that?

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Orville	I'm supposed to speak to Bruce so let me just talk to him, and I can get to you by later on today.
Bob	Okay. Can I make a comment, just --
Orville	Sure
Bob	As you talk to Bruce, there, I can't imagine anything contractually or anything else that would effect this since it's the same thing. It's a occurrence _____ policy or claims made policy. _____ currently have. So it just kind of switches over.
Orville	Okay.
Bob	If that helps at all _____ in other words _____ impact anything else. It's switching an apple for an apple, that just happens to be a cheaper apple.
Orville	Okay.
Bob	It doesn't necessarily effect anything else. So we'll hear from you then by _____?
Orville	Yep.
Bob	Let's go ahead and put that in there _____. We want to talk about that and think about that. Clearly that's not part of SCENT, that's SCENT Land Holdings, but it's effecting SCENT. It's effecting SCENT because we have now funneled $300,000 to SCENT _____.
Orville	Go ahead.
Bob	So we now funneled $300,000 from SCENT to SCENT Land Holdings so _____ issue. And so as soon as the loan closes the loan will pay off SCENT for it's contributions to SCENT Land Holdings and make SCENT Land Holdings whole. So SCENT Land Holdings as of this date certainly doesn't have the capital and SCENT doesn't have the capital to keep that building going. And so you were going to speak to Bruce to see whether or not things were okay, and whether or not he felt comfortable with you and you felt comfortable with moving ahead with the closing and I'm hoping that we've got an update there. We got another bill coming from Charlie in an amount that we don't know of yet. But the amount is going to get more and more expensive as they come through their work.
Orville	Yeah. I did speak with Bruce. He was still leaning toward an offer. He says you know what you need to do whatever you need to do to get the operations done. But he wanted to talk to Ed again. And that's why he was trying to get ahold of him yesterday. So he wanted to talk to Ed before we move forward.
Bob	Okay.

Orville	So I can talk to him about that. But it should _____.
Bob	Just so we have a sense of where that is. Is there any – any timeline or anything you can do to make Bruce less anxious about the precarious situation we're in.
Orville	Well I'm hoping that by today if he talks to Ed, I can talk to him. I should have time to.
Bob	Okay. And do you think that's going to resolve issues and allow us to move forward or do you think that's going be something that's going to be continuous.
Orville	I mean I don't know for sure. But what I can tell you is he was leaning towards saying you know keep the operations of the practice the way they are. But you know he was going to give me the final word after he spoke to Ed.
Bob	So maybe can email today as well.
Orville	That's what I'm hoping.
Bob	Okay. Great. Let's try that. Let's try to do that then. Okay. And then we can close. For that closing, that's a SCENT Landholdings issue. So we don't necessary – well yes, we need to sign the loans 'cause we personally guarantee them. But Amy and Jamie need to be there. And I think – does Jamie got notice after that?
?	___ just because the dates are back and forward.
Bob	Jamie's not going out of town by chance is she?
Orville	Uh I don't know.
Bob	I'm leaving next Wednesday for winter break for the kids. And so I am very much hoping that we can close before Wednesday. 'Cause I wouldn't be able to close until the following Monday. So we've got to coordinate that. If things are looking like they're close, could you please let Jamie know that's coming up and it will be a short notice. It'll be depending on when the attorney and everyone else can get together. But we're just – we'll just try to get it in before that Wednesday. So that we can close if possible. And she'll have to be there and Amy will have to be there. I was going to do – 'cause I'd like to take them through the building as well just so if the IRS ever asked, you know they can say that they're involved with the building.
?	_____?
Bob	Yes. _____ so we'll do that. Okay. Now we've got to get them -- ____ prepare our handbook. Talk to Jamie about our handbook. Talk to Jamie.
Orville	Bruce.
Bob	We'll buy her handbook.

?	_____.
Orville	Oh yeah. That's my number 1 talk to Jamie about stuff.
Bob	So send the email back?
Orville	Yeah.
Bob	We've got three email items. All right. New schedules. I've gotten most of the things in line here. We don't have all of them.
?	That's the last no. 10 _____.
Bob	So if you flip to the second page we have a list of outstanding issues. Glance over the schedules. See down there.
Orville	Yeah. I'm looking.
Bob	I'm going to check them off here as we go. Sheila Hoskins we got Tuesday a.m. She's only going to be there from 8:30 to 12:30. You're probably going to run a little late at the 12:30 _____ so she's just not going to be there for the first half hour. You're okay with that? She's going to be there every other week. So that worked out fine. Wednesday 2 rooms. I think we've got all the _____ that has to go through the meetings. So it has to go through Surgical Services which Tommy is the Chair and he's going to be supportive. And then it's got to go through Chief of Surgery – and Ed's aware. And he's for it but he's got concerns about having to work in a same day with Joe. But I think he's going to be supportive ultimately in everything. If we show up to that meeting, I think we're going to be able to prevail that day. Joe most importantly is okay. _____ Wednesday he's got 2 rooms. Put that mark next to that. Nadie's perception, I'll have to talk with him. I'm surprised he hasn't approached me yet given your decreased volume on Tuesday already. He's not approached you has he? Okay. I think we just have to have the same thought which is that we're doing some more cases over there and I think and just keep it vague. I will have a discussion with him if we approve the schedule shortly afterwards so that he is not totally surprised by what happens with the schedule. My concern quite frankly is that he might enter into the debate and Chief in the Department of Surgery medical. But I – we're going to keep the Wednesday _____. I'm going to switch that to 7:00 o'clock though 'cause I got to have _____ at 7:30. But we'll keep that meeting. We're going to switch the board meeting to Tuesday a.m. Still work out for us?
Orville	Yeah. I'm fine. At what time?
Bob	Sorry?
Orville	7:00 a.m.?
Bob	I think it could be 7:00. I have to round the – the sleep lab beforehand.

Orville	I have to round at Carolina Pines beforehand too.
Bob	So as I know. Toby's new. I want to get out of there. Switch caller Gene. That's something that you have to work out. Just remind me again.
Orville	Yeah. I spoke to him already and he's looking into it.
Bob	Okay. And then there's Ms. Stephanie Hartsville for four days. I wrote that topic. There's a lot of pushback. Some of that pushback can be overcome I think with financial things. But we'll have to work that through. But we'll get it worked through. Ultimately she's going to be there. This might be a period of unhappiness again for a short period of time. But we're there. I think it's important all right?
Orville	All right.
Bob	I think it's important that you talk with her. Or if --
Orville	I've spoken to her. She wants me to promise her more money. I can't do that.
Bob	She told you what?
Orville	She's like you've got to pay to play. You know how special is. So --
Bob	Left her back through.
Orville	I do. So that's why I don't really have those discussions with her.
Bob	Just keep directing her ____ through. But she – has she had any other discussions with you about it?
Orville	No. She's just – she kind of is just – she keeps saying I haven't seen the schedule. I don't know what it holds for me.
Bob	Well we're getting that from everybody. But the bottom line is that we need to be sensitive to all that. But it's going to get decided here and then go out. That's the way the practice has to run. And I've shared things people all look at the schedule early and then we're going to have some issues to move through. The staff is going to be working on Saturday. They have to work through that. We'll discuss that. We don't _____ that. But this was not expected until recently and so --
Orville	What was not expected?
Bob	Staffing four days at Hartsville. But it's absolutely required. There's no other way to make that work in order for us to go ahead and try to get things going. And these meetings are always good for the practice. But I'll just take a one small divergence and say that it's important to get you that half day. Gene has that half day. Vedrene will have that half day. It's important to have you have that half day. I think it will be a lot easier once we have _____. So you got a chance to review this. And we need to kind of move on the schedule. And so changing it this way do you see any

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	other concerns that you have with this? Are you ready to move forward with this?
Orville	We can move forward. I do worry about the staff.
Bob	Yeah.
Orville	I mean I know it's ultimately our decision. But I don't think it was coincidence that what's her name left – that Robin's leaving. I'm just trying to get a sense of where people are going. I think – you know we may be underestimating how negatively it will impact the morality – not morality, morale.
Bob	Which way?
Orville	Like having them run around more. Work in sites that are further away from them and _____ on Saturday.
Bob	Not going to work any ____ sites. They're not going to run around --
Orville	Stephanie is now in Hartsville on four days a week. You know that kind of thing.
Bob	_____ if we only --
Orville	Steph Patterson.
Bob	The only reason that Steph Patterson has four days is to accommodate your --
Orville	I know. I'm not saying. I understand why. I'm just saying --
Bob	Originally I had it even between her and ____.
Orville	I know. I'm just saying don't underestimate how much morale is low particularly right now. Like people aren't smiling as much as they are when I walk around, people aren't joking as much.
Bob	Okay. I think that's – that's fair.
Orville	Folks are leavings Hartsville at 6:00, 6:30 and driving back. I mean they don't say anything but I know. You can kind of tell.
Bob	Hartsville on Mondays are --
Orville	Hartsville on Mondays.
Bob	Yeah. I think the important thing for us to do is to try to convey the positive things about the schedule. Because they're done for good reasons. But we can't do that going around schedules.
Orville	Okay.
Bob	If we approve a schedule, the one thing that he could point out and that we should point out is that if you want to fix the overloading issue at Hartsville, you provide

	more spots. You follow?
Orville	Yeah.
Bob	And so in the new schedule there's going to be more spots. Dr. ____ is coming after. And so I think it's important for you to kind of convey that. And for all of us to convey that. Wouldn't you agree.
Orville	Yeah. I mean – I think they'll feel it more than see it. So you could tell them anything if they still perceive that they're working harder, they're working harder.
Bob	_____ there is a way. Turn away business.
Orville	Yeah I know.
Bob	Outside of turning away business, the only thing to do is increase capacity. And that's what these schedules are allowing for. And so I'm hoping we can kind of ride that out. I think Stephanie is going to be okay in my discussions with her. But please remember that the last time we had an issue with Stephanie, her MO was to try to avoid the fight and to save punting to us. And then to go to the other docs and to try to see if she could effect a change through them. And obviously we can't allow that to happen. So just keep directing her over. If she brings up something. And we'll work things out. The good thing is that she – she's motivated certainly by money(?) and so I that evens the score.
Orville	Okay. That's fine. Just read an administrative block which says Dice M. Obviously it switches to Wednesday Dice p.m.
Bob	Thank you. I'll look through this more carefully than this. I gotta refigure some things. So we're going to do that. Debra Paul is going to be every other Thursday just so you're aware as well. It'll be a Thursday she's not working on Saturday. That's what we worked out with her. She'll be every other Thursday. Okay. We're on schedule.
Orville	So what days did she want off?
Bob	Debra Paul came on with the thoughts of two days off. Wednesdays and Thursdays. And the plan was for her to go ahead and do four hours of overtime or aftertime. After hours work. And so what she was going to do was Tuesday evening every week. And do Saturday morning every other. What that swindled down to is that she does 20 – I think she does 22 or 24 – she does 24 Saturdays in a year. Two a week. And then we decided not to follow through on evenings hours at the same time. For some of the reasons that she mentioned earlier. But our contract was written in a way that if we decided as a practice not to do the evening hours, then she'd have to make up that time with twice the amount of time during the day. And so that would translate into Thursday afternoon for four hours. But she is – she's not motivated by money. She's motivated by time and having time off. She's got a _____. Basically it's a compromise. She does this. She's willing to do more on Saturday but we're not willing to do that because we're concerned about the impact it would have

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	on the staff. And so ____ between Paul wants it staff wise a compromise ____. Fair?
Orville	Okay.
Bob	That's basically what that amounts to. Let me address the comments you made earlier though. Do you get a sense that – has Robin told you something?
Orville	No. I said so what are you doing? And she just said, I'm just going to spend time with my kids. And you know when I think back on my interactions with Robin, finishing speech and swallow clinic, you know 5:30, 6:00. And Darren is sitting out here. And she's like I just you know, this is great. And I'm going to hang out with Darren. And I need _____. Like if your kids have to wait for you 'til 5:30 or 6:00 in a doctor's office while they just kind of make themselves busy, I was just thinking how screwed up would that be? You know it was just the way she said it in her voice. She never said anything negative. She's like no, no, no. You know I've done it long enough. It's just time – we ran the numbers and it's just time to essentially she says _____.
Bob	I've been thinking for a while that she's very straightforward and --
Orville	I don't think there's any ulterior motive on her part. Or any negativity towards the practice. I think it's --
Bob	I've been thinking that she's been overwhelmingly positive in how she's done this.
Orville	Oh she has been. But there's been nothing negative. Do not take away from this conversation – I think she's just burned out.
Bob	I know --
Orville	Like I don't think it's any – there's no negative connotations or I don't think she intended any negative connotations. But just looking at her, and I can get a sense of kind of _____ some people. That's just the sense I got.
Bob	_____.
Orville	No. I think the constant changing of schedules, the constant you're not going here. You're not going there. I think it wears on people. And just the general mood when you're doing clinic and you're seeing 20 or 30 or 40 whatever it is. The numbers in clinic. It's pretty much everywhere. You know it's like there's still some joking but it's not the same kind of overwhelming positive everyday with a couple of interspersed negative days there. It's kind of just a general mood. You know.
Bob	Just another comment on that. I think it's better than it was before. The fact that we have driving around is completely not beneficial to the practice. For so many way I can't ignore it. But it's an extra ___ force _____. And it's something that we obviously don't _____. I agree there have been efforts – numerous efforts to try to dress this down and to do things a different way. So we'll continue to be _____ but I think _____ cut it.

Orville	Well that's fine. You guys probably have a better pulse on it than I do. It's just kind of what I said it could be the winter. All right. I got _____ get to it a little bit.
Bob	_____. We have some _____.
?	_____.
Bob	Okay. This is the – so here's the _____. We got this to you beforehand. It's basically 34 for 2 if we go ahead and get used. Or it's 17 for 1 – we have one _____ right now so we can just put in _____ and get it set for 17 now and get another one. Now on board approval provided we can lease them _____ I think it makes much more sense to go ahead and buy them rather than leasing them. Are you in a position where you're okay with us moving forward on $17,000 purchase for just one bed at Hartsville?
Orville	Uh a $17,000 purchase for one bed on Hartsville?
Bob	Equipment for one bed for Hartsville.
Orville	Yeah. SCENT can do that. And then the rest will be kind of in discussion with Bruce again. Like he has all that. It's like you want more than the one bed? You eventually want more than one.
Bob	_____ Hartsville. _____. So you're okay with this one?
Orville	Okay with that one.
Bob	Let's move forward on that. One unit.
Orville	And was that the same invoice that I got sent earlier?
Bob	Yes. The 34.
Orville	Okay. That was for 40 that's a new one. 34 is the refurbishment.
?	Refurbish.
Orville	Okay. Can I send that to him just to look over too? You don't have to give to me right now.
Bob	You want him to look over the _____.
Orville	Yeah in the _____.
Bob	_____. SCENT Equipment Holdings. You've got two options there. So there was a time when this made all the sense in the world _____. But basically the premise is this. We put all of our equipment into a separate corporation that's owned by the wives. If we're sued, we'll have nothing to suit. They can't _____ if it's not owned by us. They sue the corporation. They can't _____. General premise. So right now SCENT Landholdings has 3 CT scanners in. So _____

Orville	Equipment holding.
Bob	_____ holdings has 3 CT scanners and that's its only assets. It's very painful to try to go ahead and coordinate what's going to have to happen to make this work. If we wanted to buy something – let's say we wanted to buy the ____ for $17,000. The way we have to do this is we would have to have SCENT ____ holdings purchase it. Then _____ a fair market value ____ lease. So we'd have to pay them this lease on ____ for $2,000 in order to make it happen. What would happen is that we always can get a little bit of a profit because the lease amount is going to be higher. And we could feel like we use that for retirement stuff and everything else. But it's becoming a real big issue every time it comes up. They said if we don't have time to do it and it's become more trouble than it's worth. So I talked to Austin about this as well. There've been no sweeps from SCENT ____ holdings at all. All that's been done is money being put into there. And so it makes me feel we have three options. We can go ahead and keep the window on the _____. No. 2 is that we could go ahead and just keep it _____, keep the CT scanners on there but don't add anymore which in fact what we've been doing. Or no. 3, we can just _____. Take the money that's in there, divide it up between Amy and Jamie and just close _____ holdings and keep all the equipment _____. And frankly I'm motivated probably to items _____, options _____ at this point.
Orville	Why?
Bob	I understand the value of it. And for legal protection in having that there. But it's just painful to go ahead and get a fair market value analysis or a lease term on every single one. It just so happens that we have a lease term here because we wanted to explore that option. But every single thing that we have to purchase, we have to ask for a lease term on it. And then we'd have to go ahead and pay that lease to SCENT Equipment Holdings. They would actually keep putting stuff under there. And so what it does is we have to make sure that we _____ increase the amount of the lease. Now sometimes leases will end for a period so as soon as that _____ this lease is going to end after a certain period of time. In other words, the lease on the CT scanners is fair market value now for five years. But after five years, it's used equipment and the leasing now goes down on it. And so basically you have equipment coming in all different times. You've got to track that for when it expires. A new fair market value _____ on down because it all has to be ____ like a transaction. We can't do anything that inflated of deflated for that matter. It's got to be fair market value. And it's going to become very cumbersome to keep up with that over time. I understand the value from the legal perspective. But I do think the value from a retirement _____. So I think the only benefit _____. And so my thoughts were and I'm sure _____ with that _____. My thoughts are either get rid of it or just leave the scanners in there. And for some reason access to the scanner _____ you know. Why don't we leave that to consider. More pressing -- _____. Does that sound fair?
Orville	All right.

Bob	That will be long term. That's _____.
Orville	Okay. Thanks. Thank you for all the coffee. See you guys later. Have a great day.
Bob	You too. And congratulations again.
Orville	Oh yeah. Thank you. I appreciate it. Hey. How are you? Doing okay? You guys doing okay? Robin, you changed your mind?
?	_____.
Orville	Just checking. Hey. How are you?
?	Good. How are you?

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RP Assailing Me CPRMC

Orville	Hold on one second. Hey. Give me a call whenever you get a chance. This is Orville Dyce. 803-513-3825. Thanks. Bye. How was that?
Bob	_____ so I want to talk to you about that email.
Orville	What email?
Bob	The email you sent over yesterday.
Orville	Okay.
Bob	And so I realize things are unraveling and I realize that we're not going to _____ together and that you want to go a certain course, and that's fine. I overlooked the comment when you called me a thief basically, and uh
Orville	When did I call you a thief?
Bob	_____ think I steal from you. Because I think that there's probably not as much disclosure as I need to have, and I've been a little bit more confidential. So I can overlook that.
Orville	I don't ever remember calling you a thief.
Bob	Well, _____ concerned about me stealing money and those emails that came across and said....
Orville	I don't think I ever called you a thief.
Bob	Money went to my personal properties and I've been doing things inappropriately, and those kinds of e-mails that came through. And you know what, they were made by your attorney and _____ and I've been called worse, and that's okay. When we're together, and you said I obviously tried to extort you during that one meeting over the contract changes, I can swallow that too _____. But this email last night that suggests I don't care about patients, that is a low blow. You know damn well that I care for my patients. I care for my patients and this practice and I care seriously how good a doctor I am.
Orville	It really doesn't bother me how you take the e-mail. All I was saying was that I think it is inappropriate for us to have me operating on people that obviously have no access to question anything.
Bob	I'm going to address that part of the email, but the opening part of that email that either you or the attorney wrote suggesting that I perhaps would be business things against at patients and that I am not a doctor and not doing what I need to do as a doctor is total inappropriate.
Orville	I didn't read the email
Bob	You should be ashamed of yourself.
Orville	Thanks for telling me how I should be. Thanks for trying to fire me. Thanks for doing all these things and telling
Bob	_____ email.
Orville	I know. I know what the email said and you can take it any way you want it, but the fact of the matter is it is what it is. We have patients on Sunday. You came up with

	this random transition on Monday, a random transition schedule that involved me operating on people that I have no idea how they do later, and you don't bat an eyelid about it. What am I suppose to think?
Bob	I will answer the email.
Orville	Okay. Please answer the email. Please answer the email.
Bob	_____ will have your _____, but the way that you started that.
Orville	You know what? I'm not even going to go with. I'm glad that you're giving me advice. I'm glad that you terminated me. You've done everything, and I'm glad that you get to give me advice. I really appreciate that. Of all the people in this whole entire world to give me advice, you! Thank you. I appreciate it.
Bob	You should be ashamed of yourself.
Orville	Thanks for coming around here. Thank you. Thank you. I appreciate it.
Bob	I think you need to know that. _____ call. You can't call me a thief. You can't call me a liar. You can't call me an extortionist. Again,
Orville	Bob, how you live your life, that's you. How I live my life
Bob	You have to live with what you do.
Orville	You're absolutely right. Just say that in the mirror and point to yourself in the mirror. Hahahahah. You are incredible. Hahahaha! Incredible. Stupid. What an idiot. You came up with your little stupid transition schedule that doesn't make sense and I bring it to your attention and you're taking it personally. Of all the things you take personally, you are out of your mind dude. Game on. I love that interaction right there. That _____ me.

100609_001halfblamechad

OD	It's 6/9/2010 at 5:56 I'm going to meet Dr. Puchalski for his, for this morning meeting where I'm sure he'll try to ambush me on something or misquote me so I'm recording this message. Okay, here we go. I'm here. No Dr. Puchalski even though he claims he was so um, even though he claims he was so delayed so _____ getting to the clinic on time or OR on time. No Dr. Puchalski. *[Driving? In car? Zipper noise Road noise Phone call?]*.
Puchalski	Hey Good morning
OD	_____ how are you?
Puchalski	Sorry I had to _____ kids, Amy working last night. _____
OD	_____ I don't' think that _____ um
Puchalski	_____ I know you have options and I know you are thinking about _____ pursue where to go, what to do with things, but I'm in a different place and I _____ six months ago _____ [too much road noise] and see if we can try to get some dialogue going about you coming back to the practice _____ do that.
OD	_____ sent over when we were going to _____ hold off on me being terminated and and see if can set up a temporary agreement until we figure out _____ back to the practice 100% _____ I don't think we're agreed on that.
Puchalski	I understand that there's been plenty of things that have been _____ both ways about things prior to this, but I think we are we are where we are now. This is the only thing that I have that gives me some sort of written record into what your thoughts are because when we were going through contract stuff months ago you afforded me the opportunity of of just listening to the contract as we were going through it. But there wasn't much dialogue going the other way. When I, when I asked to try to get some dialogue and what do you want...
OD	Right now...
Puchalski	...it was difficult for me...
OD	...my numbers, my _____ has not changed _____ _____ I mean, I don't know if it's you or the attorneys but we have records. It's obviously not complete. It's obviously and I suspect your attorneys _____ to do this, whatever, _____ um um just jumbles _____ of paper that you're trying to make sense of when we could have easily gotten it in excel format or whatever else and almost like you're playing a game, like this is all a joke you know and um you know now, you know, here I'm supposed to extend these things or whatever else and yet I'm putting out extra expense just to kind of go through paper by paper by paper by paper. I mean it'll be done, but you know there we're _____ out what we don't have you know to look at, you know I don't know, like I said, reconciliation of or going forward or anything else completely on the table not the only _____ completely on the table but this as far as going forward and a long term relationship I don't see how we can move forward without these things.

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Puchalski	I understand. Let me, let me comment on that. First of all, there's absolutely _____ records _____ I understand _____ thinks. Listen, there's no question the trust between you and I is gone. And and and…
OD	Then why would _____ want to consider reconciliation?
Puchalski	Well, because I'll tell you, _____ we've got a long term relationship that I mean, isn't that true?
OD	I think it's true and I'm actually really surprised _____ after everything that's _____ the you know the _____ work out, but you know even after we're deciding on this meeting, you know, we get a letter from Lee-Man, they're recusatory very much stone walling again with the documents and what we're not going to give it to you because this this this or this, I'm like you know what exactly is that? I mean that's not a game?
Puchalski	No. You know I think that there's I think both sides are thinking the other side's playing a game. If it _____ down, I mean your trust issue has to do with apparently finances and apparently feeling that there's some way that I _____ ripped you off. That seems like what the thought is. There are just as many concerns when your attorney kind of sends an email that says oh yeah, you know, _____ shareholder this time and you know you want to do that instead. Can we just, I tell you, I'd feel more comfortable if we could just talk without without notes or anything else.
OD	Well I have to talk with notes because the last time we had a talk when you yelled at me, I basically went ahead and told them that _____ said _____ thing. I did not say those things. You know. You may have heard it that way. I did not say those things and so I feel it's important that we're both on the same …
Puchalski	… one day, one step, small step. I'm not going to say anything about this conversation other than telling them whether or not I think there's something there. Can we try to establish some of the trust _____ just can I get you without the phone or without the _____?
OD	_____ phone _____
Puchalski	Good. I can get you _____ 40 minutes let's do that. Let's just have each other…
OD	Well, I don't want to go through that because that's a moot point at this point. That was when, you know…
Puchalski	_____
OD	…yeah like.
Puchalski	Man, I just want to hear you. I want to hear…
OD	Well you can hear me all along, you just haven't been listening. Listen, all I ever wanted and and and um you know I was talking to Jamie about this and I said, you know, I'm not ordinarily I'm not ah, I'm not ah ah ah um how do you put it, like I don't think it's in my nature to be naturally vindictive or to be naturally and you know you know, and so regardless of why you didn't want to show me those records, you know, if I find everything in there, or if I find nothing in there, the results would have still been the same. I pretty quick reconciliation with whatever needed to be done. And it always has been. Um, then there just a series of events that have subsequently occurred and continue to occur frankly without any instigation from me and _____ towards me

	about collusion with Chad and _____. Chad has a job.
Puchalski	OD, I'm not worried about your collusion now, but I want to be very honest with you. My trust issues, you trust issues the finances, my trust issue is and I'm going to be very honest with you, um there are many things that Chad said in late 2009 or mid 2009 that made me very very concerned. I will tell you regardless of _____ much of much of my concerns have been validated now with these actions. I knew this was Chad _____
OD	_____
Puchalski	I knew ...
OD	My point is the same, right? My point is the same. Chad, and you said you knew _____ is Chad Dun_____. Chad is the same exact individual that he's been from day one.
Puchalski	He's not.
OD	You, whatever problems you've had with Chad, you've always had with Chad.
Puchalski	No it's not...
OD	All right. You may see the thing magnified now, but it's the same Chad.
Puchalski	No. OD. When I came to you and I told you there's something going on and I told you that my radar, whatever you call that thing was off and that something was up with this guy. At some point, whether it's going to be you just seeing the stuff amicably or you hearing a deposition or you ____ see it some other way, you're going to see what I'm talking about. The question is, were you passively going along with him because he _____ sympathetic, some of the causes or was there _____.
OD	Oh my god.
Puchalski	I know think I know you think that that that's my issue. Indeed, what he's saying, what he put in emails, things that he's put together, whether you know it or not, he's he's implying something and he's showing something. It may not be true, but he's doing it. He, you know, he mentions you all over his pleadings in the hearing, I mean you know. You had somebody there I mean during it. He's mentioned how Dr. Dyce and I agreed to this or Dr. Dyce and I did this. Dr. Dyce and I. The same thing he was doing verbally in 2009. I kept asking are you guys together? Are you talking to him? Are you talking to him? Are you telling him anything about the contract? No. No. You know there's details about that contract that Macy was aware of shortly after you received the contract. I mean there's clearly some point us, the partnership was _____ our trust _____ no longer _____. You _____ socially, that's my fault and you're doing social stuff with him, maybe he was just exaggerating what your relationship was, maybe he continues to exaggerate what your relationship is.
OD	You know this this this whole conversation right here sounds like another are you colluding with Chad conversation.
Puchalski	Then we'll stop it.
OD	All right.
Puchalski	It's over.

OD	I mean…I'm not sitting here to give you fodder for whatever lawsuit you and your attorneys are going to come up with next. You know, I mean, just keep going, I mean when this falls through then come up with something else.
Puchalski	I, I, I'm not, OD…
OD	I mean you know every time we meet, the next message I get is from my attorney saying did you do this or did you say that. I say NO!
Puchalski	OD, I'm not going to talk to these, I…
OD	You said, you've said that before and guess who comes back to me? My attorneys with what Jim _____ or Guss or someone else, whoever, um has said to him, you know, so you keep saying I'm not going to talk to the attorneys…
Puchalski	I'm just sharing with you, you've made a comment about, you know, you think it's a game or something else is going to happen or you think that this…
OD	Look, I wanted from the first start, I only wanted one thing, your lawyer, Ed White said, Listen, if you want a, I said would you I said would you sign this document and he admitted it was an unfair document. He admitted it was a one sided document. He admitted that it was a document that objectively looking at it, in that meeting objectively looking at it, it was not a standard document. And I said well you said and you know what kind of crazy answers he gave me? The number one completely _____ would I say was it a fair document and he says it's fair if _[car noise]___ Has Ed White ever told you something like that, when you look at the contract it's fair if you sign it?
Puchalski	No.
OD	That's my representation from Ed White. Number 2, he says um …
Puchalski	Why did he tell you...
OD	He says, what?
Puchalski	If he's my attorney why did he tell you that it wasn't fair?
OD	Why did he tell you it wasn't fair? No, he admitted it was one sided but continued to defend it in that conversation. I had notes that I took right after that conversation. He continued to defend that contract and said you were still entitled to all this stuff. I mean you, he didn't say managing partner, managing shareholder, he said Robert Puchalski, used your name multiple times saying you were accountable [?] on this. Okay, fine. I said well, Ed, what else would it take for you to sign the contract? He goes, well if I ah _____ he said well if I, I said would you sign that contract to Ed and he didn't even say yes. He didn't say yes. What he said is well, if I got this contract, I would then ask myself, do I trust this person? I was like, geez, that's kind of very wishy washy, you know if it's someone who steadfastly on my side who's looking out for my best interests, I don't know, I've dealt with attorneys before a while about contracts not I've never heard an attorney say those things. I mean those are two, I mean if you had an attorney who said those things, you'd be you'd basically, you know when he got the Carolina Pines syndication thing, he right off the bat said I don't know why you'd ever sign this. You know he never said that to me and so I said well Ed you know what I'll need, you know, I told him, I was like do you trust _____ I was like sure, but these contracts are getting worse and worse and it's like every… I'm negotiating a contract every year, a 5 year contract every year and I said you know what will make you feel comfortable? I said you know what, I went home thought about it, talked to

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	Bruce and he's like, you know and um one of the things we came up with was how this person acts towards you and you know get a complete review of the financials. You know everything's A-okay, every T is crossed, every I is dotted, great. But you know and the more we just got stonewalled. Okay, all of a sudden now we have a confidentiality agreement. That wasn't there before but it was invented just for me. I appreciate that. Now we get this, how we get that. Now we get, you know_____ finally start getting documents, I sign some stupid confidentiality agreement now we start getting documents and they're not in like an excel format that you can review easily, what I get is a jumbled group of papers. Look the longer this drags out obviously the less likely reconciliation. I'm going to have to go back to work obviously, right? The longer it drags out, the less I think reconciliation is going to occur. You know? And that's how I feel about the whole thing you know and then and then what you're _____ on my now is well Chad's this, Chad's that, Chad's whatever. You know, I'm like, take it up with Chad! You know you're going to have a lawsuit with Chad and whatever else. Take it up with Chad. You know if you wanted to ____ me, fine, but I mean, I mean I'm not going to share information with you right now, in light of the Lehman letter, not a week ago, but yesterday after we decided to make this meeting. That was a horrible letter. You know and...
Puchalski	Let me, uh first of all just let me comment on the attorneys. Um, First of all, if if Ed White has you feel has done so wrong, I'm not married to Ed White. I've done everything I could in this process to get Guss Dickson involved as a fresh person and Guss Dickson's sole role _____ when I sit down with him is you get things figured out so that we can come together. You _____ to meet with Morris I mean I'm doing everything that I can do to try to get him. I've even tried, my personal attorney having them call Bruce because in this he said that there might be an opportunity to discuss contracts with them, so I said, hey, call and say listen we have these 15 points, um Dr. Puchalski has issues as well, let's go ahead and start a dialogue about how to try to bridge these gaps. All I get back is Morris calling me back, you know. I try to break through as many of the lawyers _____ possible but I _____ sense about ....
OD	... break through, you try to break through with the attorneys without one very small but yet huge prerequisite. Let us just review the documents.
Puchalski	I understand that and ...
OD	You know, without the documents, what point is there in going forward and then because I always wonder, I mean did I sign on to something again that I have no idea what's going on? Did I you know, you know like I'm an ostrich, yeah, I know, I keep my head in the sand, I just kind of look forward, I just gotta do work. You know I drive up to you know I go to the meetings, I drive to Cheraw, I drive to Hartsville, I drive to wherever is asked of me. Fine. I'll do that you know, but then I realize at some point when I started getting these contracts you have to look at stuff. Anything is on the table. Literally anything. Anything is on the table. The one prerequisite is looking at those documents and the more I don't look at them, the more I think hmmm, what's in there.
Puchalski	Look, here's what I think _____ just you know why send back an email _____ give you everything you should ask for, everything we agreed in the confidentiality agreement minus one month and some credit cards that yet you haven't identified but we will give you, why do you send over an email that says now we want 10 more things and ...
OD	No, actually actually if you look...

Puchalski	Let me make the comment...
OD	OK
Puchalski	..._____ you know we send this over and then and then why do you want 2007? Because Dr. Dyce is a shareholder in 2007. Um, and so you see what I'm saying, basically yeah, you know I mean it's not consistent with your thought you know we just want all this information and I just want to make sure that everything's run well and if everything's run well then we're good and I understand that sentiment and I want that to be true, I just don't know if your attorneys think it's true.
OD	Well, I don't know that I think it's true anymore.
Puchalski	OK
OD	You know, particularly with the level of of activity that's gone on against me asking for these documents. You know, I I I just don't see terminating someone, offering mediation without the documents, repeatedly, almost forcefully at times um um and and
Puchalski	Hold on hold on
OD	and the threatening nature _____ lawsuit...
Puchalski	Over and over it's offered to you and it still makes the most sense I mean, if we're going to reconcile the world after reconciliation might not involve Ed White if that's your request...
OD	You know, it's everyone. Yeah, everyone, it's you know, Teresa won't give me documents. I guess Teresa was above me in the practice. I didn't realize that. I was paying her salary. You know and she put in a few, Austin won't, Hell, Austin hasn't even given me my tax returns for 2009!
Puchalski	_____ it's the corporate tax returns _____.
OD	Dude, the whole time he'd been telling us, hey, yes it's all, it's going to be on time this year, it's going to be on time on time on time on time on time, then this starts, oh Dude, we're delayed, we're delayed so whatever. You know, I haven't even gotten that email from Austin or his attorneys saying hey, this will be forthcoming...
Puchalski	All those offers that he had, half a dozen offers on going in to meet _____ on getting your attorneys to come done, on getting your accountant to come down, if you wanted it so bad, why not even once coming in? Why?
OD	Because we wanted, we wanted it to be looked at in such a way that there was no over sight into what we were looking at and what we weren't. Okay? And there's some things we needed to do ...
Puchalski	Looking for something separate, we're not talking about someone looking over your shoulder. We're talking about making sure you don't change anything.
OD	_____ change anything. Why would I change anything?
Puchalski	I don't worry about you. I'm worried about your lawyers.
OD	My lawyers are not going to change anything.
Puchalski	That's all...
OD	Ethical:..

Puchalski	Why don't you come down there, oh come on now.
OD	They're ethical.
Puchalski	All I know is...
OD	I'm not sure that I can say the same for some of the other folks you got working for you...
Puchalski	Oh, oh oh.
OD	...but they're pretty ethical.
Puchalski	I I I don't know about that.
OD	Yeah,
Puchalski	In the end, what have our attorneys got us? Have they got us closer?
OD	Um, no, but maybe they've got...listen, listen what I think our attorneys have gotten us is we've gotten to the point where we realize it's going to be more of a legal issue. You don't feel comfortable for whatever reason turning over documents that I should never really have acquired attorneys to get. I should, you should have said
Puchalski	_____
OD	You should have said...
Puchalski	Once you signed the confidentiality agreement...
OD	You should have said here is the excel spreadsheet. Listen, if you didn't give us this copy, we couldn't have changed it because it would have been back, you'd have the original copies. You know, so that's a whole _____
Puchalski	_____
OD	No no. We wanted it we needed it to look at where he was. You know, I ...
Puchalski	They all come down and just look. _____ trust us,_____
OD	I don't know! Now that you won't give me my tax returns, why should we. What reason have I got to trust Austin?
Puchalski	OD...
OD	What reason have I got to trust Austin?
Puchalski	Austin. I'm going to tell you, Austin Austin values you.
OD	No he doesn't.
Puchalski	Yes he does.
OD	No. Stop. Just stop right there don't try to butter me up...
Puchalski	_____ OD, I'm going to tell you right now, you know it too and the reason you know it is _____ asking him to sign checks for.
OD	No. No because he was the easiest person for over sight and we didn't feel like having that battle.
Puchalski	Exactly.
OD	That was a conciliatory move. That was a conciliatory, you say okay, we'll concede

	that you know, because he trusts Austin. If we had said we will get our, we will get some independent accountant, you'd have said no. That's all that was. _____ we have conceded so many things. You were, we've conceded that, we've conceded giving up some other documents and now it's like um um there are some other things that we conceded because I remember, I was like I said Morris, you know I really don't to concede that. He's like, no no we should concede it, this is showing good faith. It's good for you. Here. Well, it keeps going and we're like Morris, you know we really haven't gotten everything we've asked for from back in January and February.
Puchalski	I'm sorry, I have to catch this. It's Amy. One second. She's working. Hello? Hey how are you? Yeah, listen I'm actually meeting with OD this morning. I got the kiddos in the car, um you going to be back home soon? Okay. _____ No no, I'll come drop off the kids, _____ just wasn't there so I'll take them. That's fine _____. Love you. Okay. Bye bye. OD _____ we rebuild the trust
OD	After I guess those documents. I see what's there, whatever's there, that will be one of the things on the table regardless of whatever's there.
Puchalski	Can we try to _____ not selfishly from one side, but from both sides? Can we, can you can you give me your personal emails and everything else that you have to make sure what he's saying...
OD	Is that what this is about?
Puchalski	No. I'm asking you, OD, I'm asking us to...
OD	I have to discuss that with with with Morris.
Puchalski	That's fine. If if if you do nothing with G and you haven't done anything with them, that's what I, if we can't do this, if it's going to both be listen I want information from 2007 because I'm going to prove that I was a _____ and let's just at least go to mediation with what we have. I'm willing to mediate with what we have if you want.
OD	I don't have anything! I don't have enough.
Puchalski	You have got...
OD	I don't have enough to go to mediation.
Puchalski	OD...
OD	I wanted the full access to the records and I was told I could.
Puchalski	You come down to Austin's this week and you full access to 2008 before you were a shareholder January 2008 and you look over anything you'd like _____ anything.
OD	Why did you now say January 2008?
Puchalski	That's the record that you received. That's the confidentiality agreement _____ You keep expanding this scope and the reason your attorneys are giving for expanding the scope are not consistent with what you originally said you were asking for the information for. Remind you when this started, you asked for this information because you just wanted to go ahead and make certain that there was no _____. You heard that I was taking money out of the practice and paying for beach house, you heard those people that didn't like me _____ _____ you called _____ that's what the letter said. That _____ I'm suing you for records. Give me more records, otherwise

	I'll sue you and if you don't give me records, I'll sue you as well. Letter, that's what I _____ letter, but it's in that letter it said very clearly we want this stuff and we're going to look through it and if there's any evidence that you're mismanaging the company, or anything else, we plan pursuing that legally. _____ there's plenty of bad letters that have been sent back and forth at all times. No one's you know been wearing a white hat. Everyone's been defensive because of the trust issue...
OD	Do you realize that lawsuit was filed after I was fired and I realized I was never going to get those records?
Puchalski	So _____
OD	No. If I hadn't filed the lawsuit, I would have never gotten those records.
Puchalski	_____ sign a confidentiality ....
OD	You would have never given me those records.
Puchalski	Oh, oh...
OD	You would have never given...
Puchalski	I totally would.
OD	You know, you're you're even Ed White is like, you do not have access to those records unless he said, he he p, basically on this he's able to put up road blocks that you have to jump through.
Puchalski	I'll tell you what, we _____ a copy, even if _____ met with you in Hartsville, we were going to get together and you said, yeah I want to talk, I'll get together and talk. I want the records. I said that's fine _____ sign confidentiality agreement at that point...
OD	No! Listen listen...
Puchalski	I had stacks fo stuff _____...
OD	I'm sure. Listen listen...
Puchalski	Please don't ...
OD	Listen listen listen
Puchalski	_____
OD	Stop stop stop. Did you sign a confidentiality agreement dating back to when you started having financial records? No. All of a sudden, as a shareholder, when I said well let me look at the records, look any any shareholder in any company has a right to do.
Puchalski	Look I had to give a purpose in the end, it doesn't have to be written _____ practice. OD, you have to understand the _____ of what happens. You got your, you got G running around...
OD	Okay.
Puchalski	...saying all of those things...
OD	That was it. I'm sorry I was improper in asking him for the records.
Puchalski	No. No, OD. I'm not saying that. Please don't say that. _____ I'm not here to

	fight anymore. I don't want to fight _____
OD	I'm not fighting. I'm not even mad about it any more. I'm just like, you know, I'm like trying to figure out the purpose …
Puchalski	I'm trying to I'm trying to get you back in the practice. It's the purpose of this meeting. My hope is…
OD	Any hopes of getting back in the practice starts with me getting all of the records I need to see.
Puchalski	OD. In in in any hopes of us having a getting together, we have to trust one another. I'd like to see those emails.
OD	I'll talk to Morris.
Puchalski	Share those with me so that I know that what G's telling me…
OD	I'll talk to Morris. I'm not going to go on your advice, obviously I don't feel like you or Ed White or Guss or Lehman or at this point Austin has ah has any stake in my good interest you know and so at this point I talk to Morris about anything.
Puchalski	That's _____ I don't agree…
OD	_____
Puchalski	Unfortunatcly I don't believe the same thing about and Morris.
OD	Well no, you didn't hire Morris. I hired all those people I just mentioned, except for you. Every last one of those folks, I hired.
Puchalski	Hey buddy, what's up? Can you say hello to Dr. Orville?
OD	Hey J_____
Puchalski	What's up, buddy? [kid talking] what are you talking _____ just a second _____ [conversation with kid] Sorry. Actually doing pretty well _____
OD	Yeah, all those people I've been paying to act on my behalf and they have not been.
Puchalski	OD
OD	You know, why if I ask for records, my records from Austin, do I get do I get no from attorneys saying no? Dude, you've been my personal accountant for the last ___ years.
Puchalski	You've been getting , you've been getting plenty of letters saying come on in come on in, come on in. Come on, you _____
OD	Listen, listen
Puchalski	You haven't _____
OD	I'm not,
Puchalski	Why not come in first?
OD	It's it's a …
Puchalski	See what you have to see…
OD	It's a moot point
Puchalski	…and then go from there.

OD	It's a moot point.
Puchalski	Why
OD	Because we're going to get records like the ones we got where you spent hours upon hours and thousands of _____
Puchalski	I'll give you what you want.
OD	You know doing it
Puchalski	_____
OD	All right. That's all.
Puchalski	Well just come in and just look at the _____ ones then. Why not?
OD	_____
Puchalski	Why not do it?
OD	No.
Puchalski	Just tell me, if it's so important, why not do it months ago? _____ why not sign the confidential...
OD	Apparently it's not important, you know because...
Puchalski	_____ Chad _____ you know he's _____ came over. He didn't change _____ to those points that you, that that that I wouldn't give any more directives _____ Chad. That was from Chad.
OD	What?
Puchalski	Why else would you put that in there?
OD	Because you were giving me left and right, management directives. I'm thinking ____
Puchalski	_____ manager for two months and and the only one that was...
OD	No!
Puchalski	Yeah!
OD	But you could have come up with another management in the records that changed everything.
Puchalski	_____ in there or any _____ manage...
OD	I would have _____
Puchalski	_____
OD	You know, I'm not even going to argue with you _____ that's that's yes. That's just a losing argument. A management directive. I mean getting onerous [numerous?] management directives or ones that are one sided, well obviously they're one sided because they're management directives, and I said you know what, no more no more stupid management directives like, i.e., oversight but I'm going to write a management directive that says I can pay out to this over you. Well, that's a way, that's a loop hole and you knew you would have found it. Okay? So...
Puchalski	I don't understand that.

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OD	So. Basically with the management directive you can do anything you want. It supersedes anything else. And so we're just putting in there no more management directives. I don't really give a shit about Chad. You know, I don't care
Puchalski	_____ put it in there.
OD	Because you were giving me management directives!
Puchalski	No, OD, I'm sorry, don't get upset. You put in here _____ you actually changed it, you changed it and said you changed it, no more management directives _____ you said originally or for other doctors without Dr. Dyce's prior approval.
OD	[traffic] because I want oversight and I want to say, things to be said in the in the in the company.
Puchalski	So that wasn't done for Chad?
OD	No. this is because I'm still, this is saying that I'm still an owner in the company. This whole company is saying that I'm still an owner in the company. But what they realize from those contracts that Ed White argued on my behalf, is that because of some of the things you put in there, I literally had no power in that practice. I literally had zero power. You had the power to vote me out of a of a of a of the practice. You had the power uh to get, uh to ____ me out of the practice. You had the power to do everything based on the way Ed argued that contract on my behalf. As to that [after that] I'm really appreciate [?] about that. You know, that's my point…
Puchalski	You're still angry. You say you're not, but you…
OD	I'm annoyed! I'm annoyed that you're like …
Puchalski	Angry.
OD	I'm doing this for Chad. Like okay, go ahead, use this to make your little collusion case or whatever else you want to do.
Puchalski	I don't want …
OD	_____ you realize there's no collusion. Fine. If that's what you want you know.
Puchalski	I want to reconcile.
OD	You want, look, I'm not even, before if you'd asked me do you want to recon, I'd just be yes. Now if you ask me, I'm like look all is I can say it's on the table, it's not the only possible outcome at this point.
Puchalski	Macy's take on this…
OD	At this point.
Puchalski	What you're seeing yesterday was that there's no way. I mean there's nothing, just your body language was absolutely not.
OD	I gave Macy a hug!
Puchalski	Well, he, when he asked you you know we'd really like to have you come back he thought the body language…
OD	Yeah, because I said it's slim and none at this point.

Puchalski	Yeah.
OD	If you guys had asked me this 2 months ago I'd have been like yeah, _____ eventually probably get back together, you know, I just review the documents I'll see that there's nothing there, or something, you know, it was almost independent of whether there was something there or not, whether we get back together. Now, with the series of actions I'm just like hey guys, with the series of actions, though I'm just like…
Puchalski	Guys, can you please roll up the window and let us talk? Gracie, can you say hello to Dr. Dyce? [Hello}
OD	Hey Gracie.
Puchalski	Put the windows up. Thank you.
OD	You know. I mean that's a lot for Macy to garner from and actually I thought, I was actually happy to see Macy. You know…
Puchalski	I
OD	I even stopped by the office to say hi to the girls. I hadn't seen them in like 2 or 3 weeks.
Puchalski	What do you think about all this going on with Chad? You surprised by it?
OD	_____ You know what? I'm not even going to say anything about Chad.
Puchalski	Okay.
OD	I'm not going to say anything one way or another.
Puchalski	Chad…
OD	Because I know it'll get back to him _____ what are we talking about Chad for?
Puchalski	OD I honestly want to reconcile with you. Okay. You've got options, I understand that and uh, there's a couple of things that have changed significantly. One is that both you and I have had some _____. I've said this before, but both of us are going to get a sense for, I mean you've gone to see other practices there's probably some things that you see in those practices that you think is just _____ better practice ____ opportunity here whether it be that…
OD	Why do you tell certain people I'm leaving and certain people I'm staying?
Puchalski	_____ happy to _____ I mean _____ and so if you seen some practices you've seen maybe the areas been better, you know, metropolitan area maybe it's been good for you know Jamie going to school or anything else, been positive things _____ maybe the practice itself run better or something else, there's probably other things that you've seen and I'm sure there have been a lot of things that you've seen about other opportunities that aren't as good as the practice here that you helped develop. And so I'm hoping that that's put you in a different place I know that you being apart has put me in a different place and the biggest thing that's changed over time is my big concern about you giving documents to Chad and you working with Chad or Chad telling HIAs that pretty soon this will all change. Pretty soon this will all change. Things will be a lot different. Puchalski won't be calling the shots anymore. I'm not worried about that anymore. I'm not worried about that any more. Any kind of any kind of reconciliation now is going to have to include Macy and the prospect of you

	me and Macy as partners is Oh My Gosh transformational better than the prospect of you me and Chad. Transformation, and so I'm in a different place. I'm hoping that you're in a different place. If the purpose of what you're needing is just to make sure that there's no _____ in that I haven't ripped you off or ripped the practice off and you can't _____ and _____ you're going to get the omissions from what you've already received and you're going to be able to easily make that decision. Easily make that decision. _____ Austin you'll be able to make that decision. Honestly. If there's nothing in my mind and nothing that you can say or Morris can say that will ever convince me that you need some more data from 2007 in order to identify any of _____ you just don't need it. I know what I'm doing is the right thing. I know that I'm not the tightest person ever. I know that I manage through delegation and it's a move, move, move type tying, but I move the ball forward. It's not a contemplate for 4 months type thing that _____ and that's fine, but I feel comfortable in that. I've gotten the direction that I've gotten the direction for and I've moved forward. There's not going to be anything there and you haven't found any, you know, me paying for a beach house or anything else that you guys have expressed in those letters that you thought was going ____. It isn't there. And it's not going to be there. You're not going to find anything there on looking _____ not doing the right thing. I have and continue to do the right thing for the practice. I have _____ before I heard that Chad's lawyer said _____ Alan was there that your lawyer _____ I mean _____ deny that _____ I mean _____[traffic noise]_____ emails Chad was sending emails over to you saying _____ it was clear that the attorneys _____ and that's fine. So it happened at one point. Fine. I can put it down. _____ me a little bit was when his attorney said we were talking _____ told him the course that we were going Orville and Morris said that they did not want to go that course. That's what turned it, because regardless of what evidence I have, and _____ have, and I'm willing to _____ all of it, I'm willing to _____ all of it, but regardless of what I have, you clearly if you were sleeping with him, if you were having sex I know you don't have children and there's a good chance you're not sleeping with him any more and that's okay. That's all I need. All I need to re-establish a trust is to make sure that you're not sleeping with him any more.
OD	Don't you have my computer _____ 99.99% of my emails to Chad.
Puchalski	We don't have any of your personal email. There's mostly correspondence between Chad and you or on Odyce@yahoo.com. Se we don't have stuff after a period of time. I don't know what's going on there. I know that you guys text each other like crazy. I know that you're _____ meetings all the time, I know that you phone called each other after every meeting, before the meeting. I know all of that. That's fine. I don't care if you slept with him. I don't care if you had sloppy sex for months. I don't give a shit, because you know why, he's not here any more. I knew he was the issue. I knew he was the issue. I knew that Chad, whenever he left, he was going to leave _____ and if he didn't, this is the way he's going to operate. I saw that. You didn't. You're seeing it now, but you would've seen it another way. I was the one _____ to it because I was the one who was asking you things. Chad gives a shit about Chad. Did Chad give a shit about the practice? About 61 employees? About the doctors that he left behind? About the PAs he left behind, he wouldn't be all of the shit that he's doing now. And it's a good damned thing he's doing it now than after he was a partner. You on the other hand, I go ahead after reaching a total stalemate and I do something that made me nauseous doing but I do something horrible based on our past relationship and you still have the character to do what you're going to do, not saying

	anything bad about the damned practice, not saying anything bad about me, not saying, and still be concerned about the employees and still be concerned about everybody else. So what does that tell me? There's 2 big differences here and even if you were having sex with him, he wasn't, he he didn't have your philosophy, he never had it. I promise you he didn't. He was just doing as I suspected what he needed to do to get _____ partnership. That's all he cared about and he he needed to if he needed to take you to beer, he'd take you to beer _____ story about how we're going to fire him, he _____ it up if he needed to, I realized that was probably _____ I _____ was _____ pillow talk he was using. And I don't care what happened. I just need to know that there wasn't a concerted effort _____ one sided emails we see going to you aren't responded the other way _____. And _____ all, I just need your assurance, that's all I need but listen, okay, _____ you were being _____ unreasonable kind of an asshole Puchalski during that time and I looked to the next person I know that he wasn't a shareholder, I knew that, but I looked at the next person. He was sympathetic about things. He was concerned about it. I I I reached out a hand but that's it. He's out of the practice and that's it. But I that's all I need to hear. That's all I need. But I want to reconcile with you. I'd let you back in the practice, I'll figure this out, I want to get together, I want to accelerate _____'s partnership, I want to take out this issue about 2 people because we're always going to have this damned issue that we had before, just bring the 3 of us together, try to mediate. Frankly, I'm okay with with Bruce and with with Bruce talking to _____ attorney _____ he's a whole lot cheaper and having Roy and Bruce get together out of contract, discuss whatever version _____ [traffic] into what bothers you. Is the, what, what what's important to you. So _____ do something else _____ have _____ have Bruce get together to have him talk it out. Have the 4 of us get together. Have the 4 of us talk _____ that's fine. You want Macy in there? I'll be honest, my biggest issues, I'm much more happy now much much much more happy now working my ass off again doing all this other stuff on nights and on weekends and being able to move and shake and get things done. Much happier than I was before. I want to be busy. And as I told you before, I if if if given the option of getting paid for what I do extra, which is taking extra time to do it, I would much rather get paid extra and just do the clinical stuff. The clinical stuff that I do to make up for , well more than make up for any kind incremental salary, incremental _____. Those are the things that are important to me. I share those to you. When it failed with Chad and when I recognized that there was an issue with him, I first of all, I gave you this contract I felt that we had agreed on it verbally. I understand that I think that that, that I was forcing it on you and that you just wanted to get out of the _____ and I appreciate that, but why _____ and I said ____ presumption just going ahead and signing it, I did that because I thought that we had agreed on it, based on our previous conversations. Water under the bridge as far as I'm concerned. But let's find out what points there are. I believe we can bridge that the ultimate thing is I was wrong about transparency. I've always been very very concerned about getting info, the money information out in the public. I was super sensitive about Chad asking for it, the same time as you were asking for it to get ___ to him. _____ evidence from him suggesting that you guys were working together. You denied it all along, but he kept saying he kept saying it over and over the guy never shuts up. He talked to different HIAs, talked to Jennifer _____, and he'd say it when he was out in public. _____ and it got back to me. It's clear that he felt that he was he was already running it or he was going to be running the practice. That's what he thought. Ultimately it makes no sense to go ahead and fix a practice when there's not a _____ even and leave it a month if you're

	worried about getting fired. That doesn't make any sense to me. I've never heard of anybody, _____ if you were breaking up with someone _____ someone else is going to break them up, but I've never heard of somebody saying, hey I think I'm going to get fired with _____ days' notice, so I'm going to go ahead and terminate now for 30 days. Have you?
OD	—
Puchalski	Ever _____ that. He doesn't really think that that happened. I know he felt at one time that that was the case. I know he was putting together you know affidavits and all this other stuff. Fine! Okay, let him. I understand he was worried about that, but there's nothing that I ever gave him to suggest that. If there ever was a reason to go ahead and fire him, we would have just, lowering his salary would have been the _____ to do, not fire him. I have concerns about what he was doing. I had concerns about what he was saying. I expressed them to you but I didn't get as far, at that time you were, you and I _____ you _____. We need to be in a place where we could agree on things where there's there's accountability and there's transparency, but I do not want to get managed out of the practice that I started 8 years ago. By G or anybody else. _____ I don't want somebody walking around _____ think they're _____. I don't need them sharing that with other people _____ practice. I don't need that. It's not the right thing to do. It's _____ character _____. So I see a reconciliation happening with Macy. I see there being a board where the 3 of us vote. I see times when there's going to be a vote when the 2 of you will out vote me on the matters. I'm in _____, but I want to run the practice and I want to be reimbursed for the extra stuff that I do and I want to _____ given the option of you keep your 3-1/2 days, your 3-1/2 days, you know and we'll give you a time to go ahead and do this or you do some sort of side business, I'd much rather have no side business you know, 2-1/2 days down the road and me working fulltime and me getting something for what I do. If you're at a place where you appreciate what I do. I know you always have appreciated what I do, but there was a time where it was all has to be equal, has to be equal, has to be equal. Macy's definitely at a place where he appreciates it. If you can get to that place, I think the 3 of us can go ahead and reconcile. I think we can do this by the 3 of us getting together, frankly, without the attorneys. I really do. Macy's a good person. When it comes down to it, what I have to decide whether to have you as a partner, and Austin and everyone kept saying you want to marry this person, is he a good person. The answer is a wholesome yes. Where the answer was Chad, the answer, although I don't want to say it or get into it in here was no. You kept thinking, I don't know if I want to be part of the projects where you know or where Chad doesn't get to be a _____ member of the board or something like that, I don't know if I want to do that. He's always been the way he was. I knew he was like this. I just don't' think you saw it at the time. I know Macy didn't see this. Macy's looking at this and saying ____ the practice is looking at this and saying what the hell. He doesn't give a shit. He doesn't. He gives a shit about himself. That's what he gives a crap about. So I mean if we can get together I say get together. If you want to go ahead and keep bantering about this, you know, about all this old stuff, 2007 ____ shareholder, listen, that that's for leaving and if that's what it is, then that's fine. But if there's still interest that you have in getting together, I'm willing to put to, I'm willing to try to _____gether side issues I want to try to get something together with Macy and try to accelerate things and try to work something out. I don't mean to insult you by saying let's do employment at will [?] That's not meant to insult you. I know it's not taken as a good way. I know it can't be taken as a good way, when I put myself in your

	shoes, I'd be pissed as well. But all I was suggesting by that is come back to work so we can figure things out. You're not somebody that's ever struck me as being worried about you know, you're somebody that hasn't picked up hundred and fifty thousand dollar checks for 2 months. _____ You're not you you, this battle's over principal, it's not over money. It's over principal and always has been over principal. I feel like we were in a marriage as partners and I feel like there was a whole lot more discussions going on with a nonpartner and a whole lot of other sex going over there _____ some of it I might have brought on myself, if I did, then so be it. And if we can go ahead and get through these things and sit down constructively, I think we can reconcile. The lawyers aren't helping things. When I sit down, Jim Lehman will go ahead and line out this strategy, he's just, he's a litigator. Morris is a litigator. He's _____ at what they do. They're good at what they do. But if there's 13 years of history, there's a chance for us. There's a chance for us. Now if there's some crap about oh well, yes, but we've gotta make sure we don't go after Chad hard if that's the case because I need, you know, I really like that, you know, and Chad's Chad's a good guy kind of shit, then just say it now because I know it's not going to work. If that's still the case, then listen, if it's I slept with him and I'm done, he's out, he's the one that made his own bed. He quit the practice. It's over, here's what we've got left _____ to it and you're at that spot, then I'm at that spot. Then let's just get together. There's no harm in you, me and Macy sitting down. There's just no harm. Macy probably is going to be someone that, that might help mediate frankly_____ through. I have no problems in my heart bringing him on as a partner. I have no problems in my heart marrying him. I had not problems doing it with you either.
OD	_____ I gotta _____
Puchalski	I feel like I was talking too much
OD	No problem.
Puchalski	Dude tell me what you're thinking, please.
OD	No, I I mean I'm still thinking...
Puchalski	I've poured my heart out to you...
OD	Still the same thing, like can you...
Puchalski	...can you pull out something to me? Are you willing to meet?
OD	This discussion, I'm willing to do anything, dude. This discussion...
Puchalski	So you are _____ 3 of us to get together?
OD	Listen, stop stop stop. I'm willing to do anything once we finish reviewing the documents. Obviously in the format it's been given, it's a lot more expensive and takes a lot longer.
Puchalski	Okay.
OD	So again, I've said this to you before and I sound like a broken record, but this discussion's a little bit premature, seeing as how I haven't gotten any, been able to review them adequately and haven't gotten all the pieces that I wanted. You know, and I'll talk to them...
Puchalski	_____

OD	We speak regularly.
Puchalski	Okay, well I'm going to be honest with you OD, I'm telling you, being, I'm telling you that there are, if I wanted to really figure out what was going on, the only way that I'm going to figure out how much is _____ together is going to be if there's depositions and there's emails everything else. What would you tell me if there were people on my side saying you are [Guys window up, thank you.] Sorry _____ if someone were saying do whatever you like _____ as person that runs this company you know it but there's no question that there's plenty of sleeping going on and you shouldn't be you know, you shouldn't do anything with him until …
OD	All these accusations you're kind of lobbying, I don't know if you realize you're doing it, accusations about sleeping with Chad or whatever else [Daddy! _____] but listen…
Puchalski	Close the window please guys. Thank you.
OD	Same and much more can be said of what's going on with you and Teresa, you and um um you Teresa uh, Ed White, Austin. The same can be said plus much worse because I was paying these individuals. You know.
Puchalski	OD the issue…
OD	And this these relationships are going to continue in the future
Puchalski	But I have 2 hats, right. I have Bob Puchalski shareholder and Bob Puchalski managing person. And the issue has always been trying to separate that and try to recognize that there's 2 roles here and I and I understand that. OD, I'm …
OD	But but but you just lobbed these accusations _____ and where are they, just take a step back and look at what you have done. It's incredible. The body of work that you've done is incredible and I have to now and I guess that reconcile, reconciliation is …
Puchalski	_____
OD	As far as stonewalling me with information from Teresa, um stone walling me with information from Austin, stone walling me with information from um, Ted…
Puchalski	I'm telling you Austin…
OD	…um, stone, well, no, when I went to Austin, I have emails to this, and I said I need this and he's like, no we have to go through Bob.
Puchalski	But _____ invitation.
OD	You give me invitations, but then when I ask Austin directly, he's like no go through Bob.
Puchalski	Listen…
OD	_____ one day, one day you're saying yes we'll let you have it but then the second one it's like no go through back. Okay. So, regardless of what you're saying, which I have _____ my attorney that I paid both by my some distributions that went to him from the practice and me plus what I pay in my own personal post _____ to help prepare my taxes and go over my numbers, I still have questions unanswered from Austin in my email that never got responded to. And I

	know he got it. You know, so Ed White the part that he still even is talking against me to to um to Morris or Bruce or whoever else he's talking to , you know or had recently in the last several weeks, you know, it's incredible to me, so when you _____ sleeping with people and stopping, you're still sleeping with him. You're still in bed with every last one of them.
Puchalski	OD, these are, these are the corporate people and I'm the corporate person. If you want, I'll tell you this…
OD	These people are responsible to the shareholders.
Puchalski	Okay.
OD	As best as I can tell. To the shareholders. Not to the president, not to the CEO, not to the head of the chairman of the board, but to the shareholders. They have to protect, that was the whole deal with Anderson, Arthur Anderson and who ever else. They were responsible to the shareholders. You know, and and here we are talking about it as though you can get in _____ but just realize you know some of these people have to stick around, we may change one or two, but they're, the same thing's going to happen again.
Puchalski	Hold on.
OD	You know, like all this discussion is premature. Let's go ahead and just review the documents first.
Puchalski	OD, Ed White doesn't need to _____. I think I've shown with Guss Dickson that Ed White doesn't need to be around. Your attorneys _____ even when Guss goes on vacation, I don't use Ed because of Morris. Because of what you're talking about. I understand you have issues _____
OD	You're saying because of Morris, you're saying because of Morris, my point is Guss could be the next guy that represents a big conflict of interest in what he does…
Puchalski	That's why …
OD	And it could be anyone else.
Puchalski	That's why it has to be the 3 of us.
OD	I don't think it'll make any difference, some of the choices from that point, you know, like unless we have regular corporate meetings and all that. Listen…
Puchalski	OD …
OD	All of that is premature. Let's just finish reviewing the documents first then we'll kind of talk from there.
Puchalski	OD. Please give me just this one, this one statement. I am willing to put aside my discovery issues outside of _____ depositions and everything else. I will _____ and you come down and _____ f you want to the 2008 _____ so that you can legitimately feel comfortable that there is no embezzlement going on. Once you've gotten a chance to look through that, let's just get together. Let's just have you, me and Macy get together. Please. And just…
OD	The other things _____ I mean I don't have any problem with anything you've said, regard to get together, or do whatever but …

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Puchalski	I poured my heart out to you...
OD	You have to, we have to ...
Puchalski	Tried to pour my heart, I've said things today that I was told not to say. But I'm saying them. Because I want to reconcile. I'm asking you to let down your guard, because I'm letting down mine. That's all I'm saying.
OD	I'll let it down after I review the documents. I mean _____ the same point. I'm still unemployed, I'm still you know, exploring options...
Puchalski	_____
OD	_____
Puchalski	And you know that.
OD	I don't know that actually. I have an termination notice that says ...
Puchalski	You also have _____ that says come to work for a million dollars annualized...
OD	Yeah, and you can fire me at any moment, the minute one of these other people you're getting through the office takes a job. I'm like, that's not, what kind of offer if that? _____
Puchalski	OD, one of the reasons I wanted to accelerate _____ candidates it's not a financial thing...
OD	Listen, it's not up to me to accelerate it and you know that. You know that. You know if we, if we
Puchalski	Guys! What's going on? [kid] An alarm? [conversation with kid]
OD	I gotta _____
Puchalski	OD, please, I'm letting down my guard. I'm telling you, you should have what you're _____ in 2008 _____ Please stop asking for other stuff. I'm just asking for the emails. I want ask for anything beyond that. Okay. I'm willing to totally, I'm not throwing any decisions out there. I'm just saying that I am willing to go ahead and act against legal counsel's advice, share information with you and also just put just water under the bridge, put the other shit aside. I'm even willing not to know what the responses were to those emails. So but I want just to reestablish trust and get together. I mean that. And see where it goes. That's all I want. It can be done without the attorneys. The attorneys have gotten us no where except for the fact that they've gotten us time apart which has been beneficial for me and I don't know if you can say the same.
OD	In some ways it has.
Puchalski	But for me it's _____. _____ the thing that's been beneficial is to see Chad in his full bloom. And to see you and to see those _____ that's very _____ I'm not the only one that's seen that. Everybody has seen that in the practice. Everybody. Because last month was very pleasant _____ I'm letting down my guard I want to get together and talk with you. I gotta go I gotta go to AMA Friday Saturday and Sunday. I come back Sunday night. I don't know if you'd be willing to keep talking, just talking with you is a good thing as far as I'm concerned. But I'm willing to talk more if you're able, if you're willing to talk more. I don't see any harm in this.

OD	Um, listen, like I said before I'm not, there's nothing that I'm against, with everything on the table the problem is we're at a point where I need to _____ those records and _____ I cannot…
Puchalski	I would encourage you please go down and meet with Austin. I'm telling you, you're going to, you're going to, I know you trust him in your heart and you're going to…
OD	Actually I really don't trust him in my heart.
Puchalski	You're going to trust him in your heart. And you're going to trust the guy in your heart..
OD	I think I would have trusted him if he had given me my records.
Puchalski	OD, you don't blame him for that.
OD	Look, he made a choice. Like I don't…
Puchalski	He has to…
OD	If he has to choose between you and me
Puchalski	No.
OD	About my tax records, he's going to choose you and I understand that. All of a sudden and it means that I can't trust him.
Puchalski	He was following, he was following the attorneys were saying what we were saying, okay. Uh.
OD	Yeah!
Puchalski	OD..
OD	Against me. Against his own client. He was paying him.
Puchalski	Please understand, see please understand, you were unwilling to sign a confidentiality agreement.
OD	So I'm not privy to my own taxes?
Puchalski	No, _____ I know anything about your taxes. Why _____?
OD	I have no idea. That's my point!
Puchalski	Are you sure about that?
OD	Dude, we did our taxes way before the deadline. He told us they would be ready and he refused, no he refused to give them to us.
Puchalski	He refused to give your personal taxes to you?
OD	He refused to give me any tax information _____
Puchalski	_____ communication issue here _____
OD	Is that right?
Puchalski	Honestly.
OD	So my taxes really should are filed or should have been filed?
Puchalski	I don't know anything about your taxes personally, but I can't imagine that he wouldn't

	talk to you about your personal tax returns.
OD	Okay
Puchalski	We've had several conversations about you know, I don't think he trusts any, you know I, I _____ I don't think he trusts Ed, I don't think he trusts Teresa and I don't think he trusts me and I don't think he trusts you and he said, well then why is he asking me to do his personal returns. So, I I think he does …
OD	I did trust Austin at one point. Now I don't trust him, because obviously he can be swayed by folks other than me _____ from my own personal taxes.
Puchalski	If we need to switch accountants and that's really where you want to be,
OD	_____ do things.
Puchalski	Then that's where I can be _____
OD	We'll talk about that. Listen, I really gotta take the kids to school.
Puchalski	Okay. When are you around?
OD	Um, I'm in and out of town. I'm leaving town tomorrow. I don't know when I'm coming back _____ I have a pretty lax schedule, but um, …
Puchalski	_____
OD	Probably at some point.
Puchalski	_____
OD	Okay
Puchalski	_____
OD	Dude, principle loan, when you took my, when you bitch slapped me and took my cell phone and my, you could have let me, you'd have all the records on the cell phone. You'd have 100% of them. Now I use a borrowed cell phone that's not even _____.
Puchalski	_____
OD	What?
Puchalski	
OD	Thanks.
Puchalski	_____
OD	You can email me.
Puchalski	_____
OD	Odyce@yahoo, yeah.
Puchalski	_____
OD	Okay. All right. Hello? Hello? That one was the full blown, delusional ramblings of Bob Puchalski.

Bob Reconciliation Meeting 1

Orville	Hey. What's up? I'm out front. I can't get in. Okay. Driving around the back to the _____. Today is Sunday, _____ first. Yeah. What's up? Right.
Bob	Have you heard?
Orville	What. Cornell beat Wisconsin?
?	_____
Orville	Are they really?
Bob	_____ say what's in the past today. She would have _____
Orville	Who called? Oh you mean _____
Bob	_____ seen at all?
Orville	No. I don't watch it. I jinx them when I watch it.
Bob	Well, how much time do you got? This could be historic.
Orville	You mean _____
Bob	Yeah. Just watch and see if they go to the elite 8.
Orville	No, this is for the sweet 16, isn't.
Bob	_____
Orville	Well, they won the 32, 64 to 32
Bob	_____ sweet sixteen. But if they play like, if they beat Wisconsin. They're killing them. It's 43 to 31. They're dunking on them. It's unbelievable. You know, _____
Orville	They won the last 3 years, though, right? Ivy's the last three years. Aren't they all seniors?
Bob	Last 4 years. No last 3 years. But this is their 4th year.
Orville	Yeah, so they're kind of like _____ happy.
Bob	But they're all seniors. So next year we suck, but.
Orville	_____ make it up _____
Bob	Yeah. Let's see. How much time do you have?
Orville	I want to get back. Yeah, I need to head back.
Bob	You got 40 minutes? It'll never happen again in our lifetime.
Orville	You _____ suicide rate for all these _____. Six kids killed themselves this year
Bob	Not really. It's a lot of really good publicity for Cornell. They've been talking about it all through the tournament. Smartest kids on the court. Finally someone who competes with Duke.
Orville	_____ smarts?
Bob	Yeah, I mean _____ attributes.
Orville	Oh Ohio State is leading.

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Bob	They may not be showing it. We can always turn over after the second half. They're going to kill them _____ . I had Kansas going into the final _____ Final Four. I had Duke beating Temple.
Orville	Oh
Bob	And I had Duke beating
Orville	So Duke is
Bob	I'm sorry I had Cornell beating Temple and Wisconsin.
Orville	Oh really.
Bob	So if they beat them _____ at least 14 points already. Look at that 56 to 42. They're going to win. They could potentially win this.
Orville	I will believe it when I see it.
Bob	We can go over that game once this game is over. They were playing Cornell earlier, which would be _____. If they beat Wisconsin, they can beat Kentucky.
Orville	Kentucky looked good though.
Bob	_____ team
Orville	They are saying Kentucky is going to be number 1 seed. They are saying they look like the ones to beat in the tournament.
Bob	_____ and Duke's pretty good. And Duke lost _____ no. 2 seeded. So I cleared it ways, and it lost to Notre Dame. So its 2 biggest threats in the bracket went away. So Duke should _____. But we'll see.
Orville	_____
Bob	_____ Texas. They _____ ACC Tournament. And they almost _____. _____ 328. Actually it was a 3 point game. It was Shirer scored a 3 pointer _____. Kansas screwed _____. They screwed everybody. So I'm okay with that. what really screwed me _____
Orville	_____ looking good towards the end of the season _____. They were 21 and 1 and finished the season 24 and 5. But they had been playing like 50% ball the whole time, and they really warned _____
Bob	They're still a strong team. A big team. I think _____ you thought they'd lose that?
Orville	Yeah. Whenever they _____. Look how people are playing at the end of the season. You start playing 20 and 1 and then you finish 24 and 5. I mean you are winning one, losing one, winning one, losing one. _____ they won one and lost one.
Bob	_____ I mean Cornell got 12 seeded because of the _____ schedule. _____
Orville	_____
Bob	_____ schedule. _____. _____ Cornell is 42, 47. They should switch over to that because one of the game. They might switched over _____. What they should do they should come with another station _____. Get more viewership.

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Orville	Maryland is looking _____
Bob	The only thing I worry about is if Cornell wins, we lose our coach.
Orville	Oh yeah that's right. _____
Bob	_____ and another 3. 6:44 now. How's Charles?
Orville	_____ just kind of hung out here.
Bob	_____ try to do that, so, I thought _____ other than obviously I tried _____. If only _____ while we _____ leave for a while and come back _____. _____ water, and go to the bathroom, and _____ first thing. _____
Orville	Okay.
Bob	_____ I don't want to be the one.
Orville	You can go ahead
Bob	_____ fire aware. I mean I kind of hope we can get a deal with substantive issues here. We start getting into what our attorneys want to do or what our attorneys are planning or anything else we _____ don't you thin.
Orville	Sure
Bob	So I'm going to try to make every _____ what I feel and what I think is true and try not to make any _____ or any _____ what transpired or _____. Sound fair?
Orville	Okay
Bob	One _____ I want you to tell me what things are pissing you off outside of _____ things _____. What is pissing you off?
Orville	Well, to begin with, I'm actually not pissed off anymore. I'm just – I'm actually okay. _____ I'm not pissed off anymore. I think that's kind of gone. I guess I've sat back and reevaluated a number of things and where I am in life and what exactly I am doing in life, and basically what it was that I bought into to. That's kind of where I am right now, but pissed off, no I'm not really. I was a little bit upset before and _____ but I don't think I'm there anymore. I think it will all work out and I see that. I've thought about it a lot, prayed about it a lot, and I think _____ will happen and I truly believe that. As far as what was getting to me before, it's just the feeling I bought into something that I really didn't buy into that wasn't really there. It was just – I don't know what it was actually. It was just not what I thought it meant to buy into a practice.
Bob	And then perhaps changing the game or me trying to change things, it probably _____?
Orville	I don't know if you realize this, but like I said, a lot of this was – it didn't just start with what transpired starting this summer or the fall and now. There was a lot of consummation, anger about the prior contracts that were written that I tended to agree to against my own better judgment _____ born out in a number of ways because I thought it would keep the peace, and it's come back to bite me, and I think I twas more angry at myself. I said, you know what? This is exactly what you thought and it has come to fruition. So
Bob	_____ continue _____
Orville	Nah.

Bob	What do you want to do? Not hypothetically, you can _____. Realistically, what do you and Jamie want to do? Do you want us to stay in Hartsville? Do you want to stay in _____ -- you made comments before that after 5 years you get bored? Do you – are you bored?
Orville	No. I'm not bored. I mean was talking to Jamie coming over here, and you said – I don't think I was at _____
Bob	_____
Orville	No, no, no, no. She's at home. She's not feeling good. _____
Bob	_____
Orville	Yeah, talking on the phone with. I guess she received an e-mail about our land holdings agreement, and she was asking about _____. I told her I would look at it later. And she's like, do you even have a plan? And I was like, you know what? Honestly I really don't have a plan. I really don't. I really don't have a plan as yet. I know it will come to me. I've been thinking about where I'm heading, what I want to do.
Bob	_____ meeting _____ general plan
Orville	Yeah, general plan. I don't have a general plan. I said the only thing I know is there is a very good chance that in a couple of weeks, we're not going to be working here. That's the only plan. And she's like that's it? And she was very dismayed, and I said, you know what, it will work out. I know it will. Maybe this is the way it was suppose to happen, I don't know. But I said I don't have a plan. Actually, what do I want? I don't know. It's been probably since I got back, since we sat in here and I got that notice of termination of contract, it wasn't – I wasn't even that upset about it. I was more like – I was really in shock because I didn't expect to really get any good advice on that anyway, and I kind of expected awhile back, and I said, well, you know what? This is going to be an opportunity to do something and I don't know what that something is yet. We've actually got time, and to her credit, Jamie said, you know what, if you got let go, let's just go to Europe for a month. Let's do something fun, and figure it out.
Bob	_____
Orville	Okay. So the anger is kind of gone. You was at that meeting. I wasn't that angry about it. I was just like _____
Bob	Afterwards you were.
Orville	No I wasn't actually angry. I was thinking about sitting around talking to you last night, let me talk to Bruce first and he called and said it's probably not a good idea, probably not the right _____. Probably time to go and we'll just talk about it later, and we haven't gone through it. We haven't even discussed it that much. You know, they know it's there. They look at the documents and they said okay, fine. You know.
Bob	I don't really want to discuss that, but I figure it is going to make this
Orville	It won't. it actually won't. It actually won't. I'm not that _____
Bob	_____ do you see yourself saying would you like to be with the practice and stay with the practice for a long period of time?
Orville	Well that was my intent. Now, the thing is that was my intent. The thing is there are certain things I needed to feel comfortable that I was still somehow vested in this place and the place _____ responsible to it as it was to me. And, now like I said, I'm just reevaluating all

	of that. It's just really something that the time and effort I spent into it the plan _____, you know, the blood, sweat and tears, the time. Is it something that's really giving me back. And it's not financially, you know, it's not financially. It's just do you feel like you're a partner. Do you have ownership? Do you have _____ and you know _____ about that. I really do.
Bob	_____ ownership
Orville	Yeah
Bob	_____ if you were to come back to the practice and stay for a long period of time, would you stay in Hartsville?
Orville	I would have to talk to Jamie. I really need – we literally – you know we said we were going to give ourselves some time. It's like – the notices she made right now, not for the first week, not for the second week. There's no decision she made. We'll figure it out. Staying in Hartsville? I don't know. I like Hartsville a lot. I like the patients and I like the people. They've been very good to me. Do I want to go somewhere else other than Hartsville? I mean it would be nice to live closer to Columbia I guess. I mean I have to think about all the pros and cons at this point. I mean depends on the cost of living, whether I can sell my house or not. There's a lot of _____. It's not just emotional – I mean all things considered, I'd like to live back in New York. That's ideally, Columbia, New York, but it's just _____
Bob	So you don't have any
Orville	You'll have to catch me at a time _____ have everything on the table. Leaving, staying, staying with the practice, getting out of medicine altogether, everything on the table.
Bob	When you and I had a discussion as we _____, that's where I was, and I think you said _____. _____ to that point _____ where I was _____ august, September. _____ happiness _____ do have that _____
Orville	Maybe, I don't know. _____. I think of everything that's ever happened to me negative as an opportunity and I kind of look at this as this is one of those. So that's the way you were kind of looking, and then maybe you were looking at it in a similar fashion.
Bob	_____ the point where _____ forces that were going on, whether it _____ just came _____ and so _____ situation _____. What I'm trying to say is the big picture of _____ kind of sit down _____. I especially want to share with you what my thoughts are or what I think _____ or whether the short-term or intermediate term, but what I want to do _____ questions that are similar along _____. Any discussions
Orville	No. I mean I came with an open slate with nothing on it. I don't know if I had a whole lot of questions. _____
Bob	Well _____ you know that I'm more _____ and I'm certainly more _____. _____ remind you that I'm not _____. Of all the options that I see here and that we don't have, _____ clearly _____. I tried to make that known, but I think you and I both recognize that _____ and I'm concerning _____ things like _____. But then again if we're going to be concerned about outcomes and I'm going to be – I think things _____. I think the next time _____ and get down to some sort of issues at some point _____. So _____

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Orville	Okay. So much _____ calling _____
Bob	So can I share with you what I've come to feel is what has to happen in the practice, whether or not it's right or wrong, but just from my perspective and the perspective of one I feel very strongly about _____ what needs to happen in the practice over a period of time. Just _____. Would that be appropriate?
Orville	Sure, sure. That will be fine.
Bob	So _____ Monday. The reconciliation _____ what we can do, and then it's going to change the world, the health care world _____ and _____. Something that we're not going to be able to predict, but I feel as though I am in this practice are way ahead of the curve _____. _____, not only nationally, _____ but certainly in the area, and this chaos is going to be an opportunity for an entire _____. It's going to be a wholesale shuttle _____ and if we're prepared for it, it could not only a _____ but for a short period of time _____. And so if you're trying between now and _____ the next 6 years are absolutely critical _____. _____ my mind _____. There's going to be a change. There's going to be downward pressure on reimbursements across the board _____, across the board, and those individuals that are the most efficient and respond to those whole changes, _____ and have enough versatility and be balanced enough in what they do will be the winners. No question about that and so _____ always when you _____, 1 year, 3 year, 5 years, _____. At about 6 years, things are going to change, really negatively and for _____ and traditional things or even more things are no longer going to be _____. But certainly traditional _____ unless you go to bat for what this practice where you can be efficient _____. But they just don't know what trouble they _____ competition. We've seen the _____ increase _____ decrease because they depend on _____ a portion of _____ 55% and so you can expect about half as much as _____ because they've taken the hit _____ not showing up for _____ and they continue to look for a solution in tweaking the _____ when this huge friggin bulldozer coming that's going to be _____ 22 million of these 30 million people are going to get injured by this _____ _____ continuing _____. So having this bulldozer keeping coming to them , they're going to keep thinking they're going to be better and better as to retaining a smaller portion of Medicaid and just going ahead _____ and whenever the economy does hurt them, they're going to get _____ more and more importantly, they're not doing what needs to be done which is _____. Make things efficient enough they can survive _____. That's what's going on _____ and that's why we haven't been able to successfully recruit _____. When you pay half of _____, uninsured people, _____ uninsured _____. No problem. We're going to benefit from a good portion of it in this location. _____ a $1,000 _____ before. They haven't done any treatments, we're going to _____. Going to happen in about _____ and so one thing has to happen in the private _____, you've got to change. We've got to change the bar. _____ keeping it small, keeping it _____, and you know _____ grow if it's _____ thought out. If we don't grow to assume this volume, somebody else will have an opportunity to later hurt the practice. And so it's really going to be a first reach type thing. Now lucky for us we're in a position now where we can go ahead and recruit better than others. So we have to recruit. We don't have to recruit 1 or 2. We have to recruit 5 doctors. I think by 2016. Perhaps _____. We've got to recruit a lot of doctors. Some of those are going to be a quarter shareholder thing. Some of these are going to be maybe _____ shareholder _____ significantly, and a lot of them _____ private ___

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	are going to be part-time. The part time _____ doubt. But we need that, the practice needs to do this. And it needs to do it strategically in order to have it happen. We need a couple of extra members over the same period of time. In 2016. I'm not going to write it down, to one three and five. But I'm still _____ one three and six now because of this four to six year milestone. So that's kind of how I view things through my prism for what needs to happen. Now in order for that to happen, and for us to take advantage of what we need and not to block ourselves out in a two tier market where perhaps some people try to just take the insured and leave everything else out, is for us to be able to do is to significantly expand where we are too. And this isn't going to be a small thing. We thought the ASB was a tough thing. This is going to be a tougher thing to _____. We need to expand _____. And Columbia has to happen. Columbia may have to happen before Northeast in order for us to be positioned properly _____. Particularly since we already have the machinery in place to make _____. So to expand that, we're going to be perfectly positioned to go ahead and take on that _____ with the other time. So I think we need metro not too much. So I think we need that for personnel at least those two locations. We're going to need buildings in all these spots as we go forth. Which means that there's going to need to be commitment among the people to go ahead and do these things and to get this working. And there's plenty of reasons and new reform for why having a building is going to make a difference. But the obvious economical sense is to have some diversification in terms of revenue. And so _____ not be in a situation where Hoff will ___ physicians and how displaced physicians that aren't _____ with better real estate. _____. As much as we need to become independent for that is going to be important. Other things, sleep. Sleep needs to be expanded at all those sites. _____ needs to be done to all those things in order for us to compete diversification. It has to be done. The ambulatory surgery center absolutely needs to be done. It's a strategic imperative for the practice, there's no argument over it. It's got to happen somehow. Not doing it will put us at a significant, significant ____ from others that have one. Particularly from our competition. This is going to be a severe shake out. I predict. And those guys who have an ASC are going to do much better in comparative effectiveness than we are. We're not going to be able to show anything. And public reporting is part of this _____. So as publically report this, we are going to see our practice is going to get handed to us because of it. _____ Yes, maybe, you know, let's see how it goes, it's just got to be done. It's a strategic imperative to try to get the ASC done and try to get _____. So, I see all these things that absolutely need to happen, they're going to require a significant amount of positive force to have happen. They're going to require government structure to make sure it happens, because you're not going to allow 10 people to willy nilly go ahead and try to do things as we go through. And it's going to require a significant amount of _____ in terms of just management and strategic set up involved. And you're not going to happen easily. I know we disagree on how much time it takes and what it takes to do these things. But there are things that have to happen, there are things that I'm willing to do and there are things that need to be done. _____ so that's kind of the picture in general for the six year plan. Are we apart on that at all? Or we maybe.
Orville	Nah. I think you kind of laid a similar plan a while back and I was very supportive of it.
Bob	Everything keeps changing.
Orville	Uh huh.
Bob	And I've been criticized for plans changing. But the plan's changed several times even when I was just by myself too. It will continue to change whether it be health systems reform or something else. Something will change. These things that come up that aren't anticipated.

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	But if that general plan --
Orville	I think I've spoken previously in support of that plan. I don't think I – or one that maybe wasn't as expansive as that, but, I still wouldn't have any trepidation or anything anti that plan. That was never an issue.
Bob	Do you trust me as a person to get that done.
Orville	I don't know. Wait, to get that done? Yes.
Bob	As just an individual. Do you think I have the skill set, the stamina, and the qualification to get those things done?
Orville	Yeah. I think you do.
Bob	So if we agree on the goals and we agree that they're possible, then what we disagree on is I try to break _____ or on the way of getting there. Is that fair?
Orville	To an extent, yes.
Bob	____. Share with the extent of that _____.
Orville	Well, I think what has to be recognized is sometimes in getting to these plans, people's lives are impacted severely. And negatively. And while they're willing to do that, for the plan and the have done that for the plan or whatever new plan is there, they like to feel as though, okay, I've given up parts of my life, I've given up substantial financial capital, having given up all these things, and I thought I was part of this plan. Like the practice, me being part of the practice, as part of this plan. And you realize that sometime you're not really. It doesn't matter. You don't really matter, you're just kind of a cog in the wheel. I think that's where it comes in.
Bob	And I agree with you.
Orville	So it's never been about the plans. I think more than anyone else in the practice, I've probably been more supportive of anything you've ever tried to do.
Bob	Okay. Let me make comment right now. Not only have you been the most supportive, but you've also been, I know we disagree on my _____ and other things, I should tell you that I believe that you have made more sacrifices than the folks behind you.
Orville	I actually don't even disagree on your sacrifices. I've praised them a long time. I've lauded them a long time. I tell people all the time. So that wasn't even an issue. That was never an issue.
Bob	Okay. _____ I think _____ that we agree on where we need to be.
Orville	Absolutely.
Bob	We agree that I can get us there. We disagree on how to do it and we also both acknowledge that doing it before _____ other things can basically put people in a situation where they don't feel inspired to achieve the goal. Is that fair?
Orville	It's not even about inspiration to achieve the goal. It just makes you feel as though you don't really count that much. I wouldn't say inspired to achieve it. I think, um, no thanks _____, sorry. _____. I don't think it's even inspired to achieve. I think there's a lot, actually, there's a lot of pride in what we do, meaning me, Stephanie, Danielle, obviously you, Latrine, Gee, all of us. I think there's a lot of pride. I don't think, and you like knowing that you are, you're doing a great job and in your mind you like to feel that you're better than everyone else who's not part of you. You know? And either way, and you've mentioned,

	you _____ like, you like this, do you like it better than everyone else even in the practice. And I don't necessarily think along those lines because I think there are certain things people in the practice do better than I do and I send those patients over. But I definitely practice differently from them and they practice differently and they think their way is right and I think my way is right. I don't think they're, any of them are bad doc, but I think you like to feel – I don't think inspiration is a problem because I think you get a personal sense of pride in what you do, how you take care of patients. I don't think that's the issue. I think the issue is, if __ the means to get there, I think it becomes pretty clear how you achieve certain of these goals. I think the part that --
Bob	Are you saying me, or are you saying _____ one.
Orville	No, you, one. One, yeah. No I'm not saying. I don't even think it's how do you get to that goal. In a way I thought that was our probably starting two years ago when we had a similar discussion I thought that was our goal all along about health care reform if and when it does hit. You know what it can mean. What it meant when medicare came around. I think we all realize that. And you made me realize that the goal is there. But to go ahead and sacrifice for that goal, and then be told later that really, thanks, good job, tap on the shoulder, you know, you get more money, but you know, it's really Dr. Puchalski's goal. And it's all his. You know, that's what it across sounding like. Like no one else really counts in this path to the goal. You know. Like great job. You know, you get your retirement watch at the end of the year. Or at the end of your term or whatever. I think that's what it feels like, like you don't really count that much. So it's not even the means of how to get to the goal. It's just, does anyone else mean anything in this practice? I think that's where the, that's where my disconnect was. I thought maybe I meant something in the practice, and Chad because he wasn't a partner yet didn't, and Vidrine didn't. And you realize that no, you really don't mean anything in the practice either.
Bob	Can I share with you my perspective on some of that?
Orville	Okay.
Bob	When I look at the practice and I look at what's happened since Summer of 2009, and now, in terms of what I felt during that period of time. Particularly during that ____ time August and September. I recognize that all the time prior to that, now let me ask you this to see if you agree first. In my constructing the practice and just governance for the practice and other things, I try to go to an extreme to try to include everybody and to try to, try to rule by consensus as opposed to dictum, to by dictum. Maybe up until the summer of last year. Consciously that's what I wanted to do. Whether or not there were times where there were disagreements for instance in the ____ metropolitan doing his thing, , or in something else, whatever other issues _____ practice _____, but in general, just, I tried to go ahead and have an unprecedented level of disclosure to everybody prior to partnership. Even going so far as _____. And when I recognized that things were too far and that I had made a mistake with that. And now thinking back on it it's easier to see, but at the time I really wasn't even sure what the issue was at the time. But, when I asked whether or not it was okay and how everyone felt about me buying an expensive car, I realized that I was probably, things were getting too, that I was too Camelot there. Too idealistic in my thinking. And although that was important it could effect all the other members that there wasn't necessarily the same amount of thoughts coming back. On the ASC issue, that was significant for me because what that shared with me was okay, you can go and set up this entire plan, talk until you're blue in the face about the importance of this to the point where really, I mean at least in my opinion, it couldn't be argued on its merits. You couldn't argue against the ASC _____. It's just be belief. Now I know you were supporting the ASC for the majority of the time.

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	But it was clear and now it's clear as I characterize _____ I was just obsessed by it. That not everybody was returning the favor. In other words, people were being treated as partners far before they're partners, they were partners, but they weren't acting like it. And that there was clearly a big, big difference in the amount of sacrifice and risk and one could even say commitment on the part of _____. I'm not saying you. But I'm saying others. That was clear. And so Camelot starts breaking down at that point. The idealism starts breaking down. What was, well, we can define some of these duties all around, we all, you know, we're all even with one another. We all support the greater good, when it's there, you know, if not we kind of go through it. It became clear that even issues that were completely plain as day, where you go ahead and make the case over and over for why it's the right thing to do. When you're out there negotiating them, and you're putting your reputation on the line, all your work on there, but yet it's not coming out the other end. That's _____ the right way. And so well, first let me ask you, do you sense a difference in the first four years in terms of how I interacted with everybody in the practice? Do you sense that transition time or do you, do you feel as though that's always been the case that I -
Orville	I think I – I think I mentioned that to you before. I thought that before it was, and as much as you don't like the whole Camelot kind of concept, I think before by giving people the opportunity to at least voice an opinion on what affects their lives, or their bank accounts, or what loans they're going to have to take out, because remember with the ASC we were going to have to take out our own personal loans at one point. I think whether or not they agree or disagree, I think that should be respected. Unless we say, unless you're a partner you're not going to buy in. Now if we were going to go that route, then that's a completely different story. And I think that's where we go. And I think a lot of these things do effect people's lives. You know? The fact that, I'm not _____ but the fact that we open up clinic until six on Mondays _____ to accommodate allergy. Now I'm going to agree to it, but I like to know that I actually have a opinion about it. Like I'm not going to say no. Because I know for the greater good it's there. The fact that --
Bob	You were _____ right?
Orville	I don't even remember. It doesn't – it's moot point. That's not the point. But it's nice to know that you have a say in what goes on with your schedule. Who gets put on your schedule. How many news get put on your schedule. How many established. How late your schedule goes. All those things do effect you and do effect your life, your home life and your work life. And your ability to practice medicine in the fashion that you want to. And yes, I agree, you don't want to find someone who's putting 10 people on their schedule so they have a light morning and light – and if that's the case, then obviously you have to take it over. But I think, I think when you have adults, individuals and people have proven themselves trustworthy, as far as trusting them to do the right thing for the practice, in the long run, I think that has to be given consideration. Now you give them every opportunity to prove or not prove it, and you're saying people have proven that they're not. But I say what you do is, and there are some other things I put into that, to the surgery center. With some of the folks not wanting to buy in. One of which was a non-metropolitan bonus, which I felt would haunt us, but I thought we could get over and kind of move on beyond that. That if you give people ownership in the practice, and the sense that oh, we have a – regardless of whether you have the title of managing shareholder or not, you were going to be the de facto leader of the practice. Regardless of whether you did or not. People would love to know that as a leader you were setting the example. You were doing the right thing for the practice, and people would follow suit. And if you reprimanded someone, whether it's me for taking off too much time, or constantly doing surgeries when I should be doing clinic, or you know, then that's fine, it's accepted, everyone goes yeah, you can't do that. Especially in the sense

	where we, where it's all socialistic where we all share the revenue. I think that comes with a lot more credibility. When you start saying well, you're going to do it this way, or else it's the highway, and if you don't like it I don't care what happens to you, whether you can make your whatever Chad has, football practice or whatever I have where I can get home by, try to see my family, it does bear a lot of resentment and does harbor a lot of negative feelings. And you don't feel like you have ownership in the practice, whether or not you're a shareholder. And I think that's where it breaks down. And then it's easier to make negative comments about the person that you think is doing you wrong. You know, whether it's about, whether it's an easy target like the fact that you know, never mind the fact that you work for eight years, or seven years or whatever it is, and you finally buy a nice car, or whatever, it becomes an easy target for you. You know. Never mind the fact that it's letting it slip out that you have a house on Kiawah, or letting it – you know, all those things become very easy when you don't feel like the person that's in charge has your best interest at heart. We talked about this. We talked about when you – when you're the leader, or the head guy, it does get a little lonely. Maybe you're not everyone's friend, but it does get a little lonely, and you have to accept that, so.
Bob	Yeah. It's always going to be lonely. There's nothing that you can do. Even _____ they didn't change the fact that, the bottom line is, there's a center hub and there's insurance companies, there is hospital administrators, there is employees, there is directors, there is physicians, everyone is plugging into the center hub and you hear these complaints. And you get them _____.
Orville	Where are you going to go?
Bob	And the more changes you have, the more you're going to get. You get a certain baseline amount when you have a company that's been there for 20 years and been operating the same way, in an environment that's not changing. But we're growing, the world around us is changing and there's just too many balls in the air and too many wheels in motion. And you always get, for a long time, there's nobody, there's no reason and there's nobody to complain to. You didn't hear anything from the jealousy. So _____ that person _____ complaints about. But trust me. I hear them from everybody. Even if you believe you don't even think that, you hear it. Who hears _____. When I have them, when I reach a point where I see that things just aren't going to work out. There's no real form for that. But the one time that it was tried was you know in the summer when we started going through the contract. And it was very clear at that point that unlike what you're saying where you know people prove themselves to really put the practice interest ahead of time, it was actually clear to me, very, very clear to me, that everyone's protecting their interests. And they're certainly putting practice's interest in the mix, and they're considering them, but I have a multitude of examples where people were putting their own interest ahead of the practice. And there could be no other reason for it but that . _____. And so, when I recognized that, it became clear, in conjunction to what has happened over the next year, two years, whatever my plan _____ six years, recognizing that man, if one thing _____ and when there's somebody who's committed, and somebody who, who responds, who responds to reason and who when faced with a decision about what's right for the practice will make the decision ___ the practice, and things that weren't like that. Okay? And when that happened it was clear that I had screwed myself. It was clear. Because, and it's only then that I started seeing that things needed to change and they needed to change quickly, otherwise it was just all going to go, get even worse. But let me point out that at times and even now, what happens is I find myself painted in the corner, because my options are do this plan that I know needs to be done, and get it done, otherwise I know there's not going to be _____ practice, and therefore it's not going to be in my own personal interest, and therefore my

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family will suffer as well as individuals. But as the manager, the practice will suffer. So this has to get done. Originally it was this Camelot view that you know, perhaps we could go ahead and buy some of this stuff. But I tried, I _____ tried to assign things for people to do, to do other things, and some of them were done to some degree and some of them weren't to some degree, but I tried. I tried to get some, and I'm talking about a very small segment of what I needed to get done, done, to others, and it wasn't really happening. And so the original Camelot, idealistic version of you know what? Everyone's going to chip in for this and I'm going to get to the point where I do have _____ and I do have all this stuff and it's going to be shared somehow, or it's going to be rotated between us. That was very clear that's just not going to happen. In some cases the interest wasn't there, which I think is your case, sincerely. And in other cases, the interest might be there, but the level of commitment in order to get it done on the time scale it needed to get gone, wasn't there. Wasn't willing to ____ willingness to sacrifice with family weren't there. And so then I started getting a little bit jaded, because I'm at all the meetings, I'm doing everything, and everyone's just taking it for granted that I'm going to do all these things, no matter what. Because I always have. And I haven't complained about them. And I haven't said anything. And there's no forum for my complaint. And so, in an effort to try to become less jaded and to come up with something that would work, that was what that contract was. We had talked about it way before that _____. I remember talking to you in the car. I mean I tried nicely to bring this up before as I could. When I recognized that things were coming off track, that things were not going to be sustained the way it was, and that I was painting myself into a corner where I had to decide between doing what was right for the practice or just signing checks, you know, who cares about _____, try to save $10,000. I can make three phone calls, get in more stress, or I can just go ahead and sign the damn thing. Those guys don't really care. They're home. And by them I don't mean necessarily you. But they're home. They don't worry about this at all. I don't know why I have to go through this. So I've got an insurance negotiation and we have to go ahead and fight with PCC over all those emails and everything else _____ or anybody else. Why? Why not just go ahead and say this is the best that we can get. Best we can get _____. And let's just – and here it is. Why worry about it? Why do I have to always apply that same principle to doing that? Or do you feel a way that that same principle could still be applied and I'm not going to be jaded, and I'm not painting myself in the corner. And my value can be realized. And that's the whole premise. I'll mention _____. There is a fundamental part of this practice that gets overlooked in order to justify other things. And I'm just going to use your scheduling example as an example. But there's many, many other _____. If people go ahead and compare us to other practices, that might have been mediocre in terms of their productivity, and their quality, they're going to go ahead and say what do you do for your schedules? And I'm going to say, oh, hell, I take as much time as I want to take off. I need to go do something, I'll take off half a day, I'll take off a full day _____ patients, _____ patients. If I just want to see sleep, I just see sleep. It's what I ____ want to do. Okay. But 85% of all ENT practices are _____. That's the principle behind it. And so what they do is they, it's micro economies within one practice. And it's breeds mediocrity. We could consider it, but _____ where we were and we've done it. And everybody would be coming in, you know, having tried to build a practice under their own _____. This practice isn't a traditional mediocre practice, and anything that we try to do to bring it to mirror these other practices is going to bring us closer to the mean in terms of quality, productivity and profitability. That's what it's going to do. I've seen all the way around. And so I've said this so m any times before. If you have _____ practice _____ patients who's got to see to these patients, who gets the nurse superstar, and a whole list of other things. In a shared practice or a hybrid practice, the more shared it is, the more people start worrying about what other people are doing. And it becomes an ego _____. That's not

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	just me talking, this is just how other people _____. South Carolina ENT for a long time shared _____ share practice, that was never an issue when they hit ____ they ran ____ they had to change. But if you would look at the models that are socialistic, I mean gosh, I've done a lot of this over the last two years, the most common models actually _____ medical practice. That's the most common socialistic model. And when you look at the governance there, in terms of schedule or just decision making, it's very different than the _____ practices. So you've got the _____ practices over here, and you can change the schedule as much as you want, man, do whatever you want, take ten weeks vacation if you want, take 14, it doesn't matter. ___ get paid, oh by the way, though, make sure your overhead's not too great cause we're not paying that nurse while you're gone all the time. And you've got the shared practices, and if the goal is to get the maximum productivity, then it has to be here. But the governance issue lies in the fact that I realized and now I've come to know with absolute certainty, that there's always going to be issues that come up that are going to be for the greater good of the practice that individuals don't agree to because it maybe conflicts with their personal lives, or their quality of life _____ going to their games or anything else _____ impacting ____. And a governing structure where you expand 4 to 10 and you try to get consensus, _____ there's no hope _____. There's no hope ____. It's just not going to happen. So people forget about the difference in the fundamental difference of our practices _____ practice. They forget about that fundamental difference between those two _____. They forget about the fact that of all the things that might have been changed, you can't just manage statically, you have to respond to changes, and if those changes might be detrimental to you _____, but there are other things that may have changed that you weren't expecting that are only positive. Money, quality of life, more time off, whatever, less calls. Nobody mentions those. _____ but that's just my thinking.
Orville	I don't think it's faulty thinking. I actually don't think it's faulty thinking, I think you do need a governing structure. I just, I guess in my mind, we had, can we take a break for one second?
Bob	Yeah. _____.
Orville	No, that's what I want to check again.
Man	_____ it's over.
Orville	It's over?
Man	Come on baby. Come on.
Man	_____will be bittersweet after that goddamn lacrosse thing, right?
Orville	Oh yeah _____.
Man	_____ boxes _____.
Orville	You have any phone_____.
Man	It's in there. It doesn't work here _____. Oh come on.
Orville	Oh there it is _____ Gonzaga.
Man	_____ Georgia Tech ____ ACC mess.
Orville	_____. Wow.
Man	They killed them man! 18 points.

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Orville	Wow, wow.
Man	Dude I'm telling you they're going to beat Kentucky.
Orville	Yeah, I would like to see that. That's awesome.
Man	They're going to beat Kentucky.
Orville	Wow.
Man	Holy cow!
Orville	Wow.

meeting t get official

(a great deal of this recording was the recorder left running in an empty car)

Dyce	What's going on? Are you doing all right?
Man2	_____ he's not with us no more?
Dyce	No, not with us _____ anymore.
Dyce 2	Oh. He must be doing good then.
Dyce	Laughter. _____ You want my phone number? It's
Woman	Inaudible.
Dyce	Um, I don't have a set phone yet but I have _____ my home number, so I'm going to give you my home number: 843-
Woman	You don't have pen.
Dyce	Can I borrow—yep—843-383-1667.
Woman	_____.
Dyce	Yep. When I find out what I'm doing I'll get _____ all right? I'm sorry.
Woman	_____
Dyce	Yeah? Oh, good, how are you? Can I get a hug out of you?
Woman	Yes, yes.
Dyce	Give me a hug. [Inaudible] I didn't exactly leave you, you know.
Woman	Laughter. [Inaudible] Laughter.
Dyce	Sorry. This is way out of my control, out of my head.
Dyce	Oh, I didn't even see this. I thought _____ I don't want to get anyone in trouble, you know.
Woman	[Inaudible]
Dyce	[Inaudible] so I'll call you if that's okay.
Woman	Sure.
Dyce	Hey, _____ sorry—have you got everything? This is our bag but I want to take everything out of it. These are charges that one of the—I may not see him so I don't want to have these outstanding too long.
Woman	All right.
Dyce	You can call me with any problems. The best way to get me is my home phone number.
Woman	[Inaudible]
Dyce	843- and there's an answering machine if you don't get me right away. 843-383-1667.
Woman	1667.
Dyce	And this is the—I don't remember the original thing it came in.
Woman	Maybe _____. _____ your bag over here?
Dyce	I don't know what it came in really.
Woman	_____ your bag.
Dyce	All right.
Woman	It has your initials on it, but
Dyce	No, no, no that was, that was moved. No, I never had a computer _____.
Woman	[Inaudible]
Dyce	It might have been. I'll check around at home. I've got a whole bunch of stuff

	I've got to get to. Oh, this got slammed in the car door at some point, but I'm sorry about that. I didn't any of the software that came with it because what's his name is—he preloaded it. Um, here's the phone. I don't remember what came with it; I'm going to give you one of my charger cords and stuff like that.
Woman	Okay.
Dyce	Why? Was something else—do you remember
Woman	No, _____ you had my charger actually from when you borrowed my stuff. Remember when I let you use my phone that day?
Dyce	Yeah, I can give you my phone charger. I don't know where that charger is; I think that was part of the problem, I don't know where that one is.
Woman	Do you need another charger?
Dyce	Do you want me to give you the one from my car?
Woman	I actually _____ and you helped me remember when you asked me about this one. Because when I got my phone back you said "my charger's not working," and I said "just keep this one anyway."
Dyce	Okay
Woman	It may be that it doesn't even work.
Dyce	Okay. All right. I just don't remember it. Like, I'm so sorry.
Woman	You can't it for much. Yeah.
Dyce	This is a cell phone. It's actually pretty well protected. I bought a special case for it. And then the keys,
Woman	_____ about that.
Dyce	The only ones that I really had were the Sharraw keys, which are there. The round ones—I think that's Sharraw. And the 224 is—I just got that actually, just maybe two or three weeks ago—and that was for my office door. And oh, you know what, I have something else in the car for you. I have a printer that I bought at one point because I was doing more work at home then—and I need to bring that to you. Um, and that one is the key to the Hartsville office. As far as my keys for here, none of them work because remember you changed it. You went that other system.
Woman	_____ scan card like that?
Dyce	Well I was using my I.D.
Woman	I.D. Okay. Sure
Dyce	And so none of them worked. And I don't want to give it to you cause I still have to get into Camden's Hospital to do charts. And I don't know which one is for here versus Camden. And I talked to Materials Management over there and they said I can just give them the keys when I'm done. Okay? So I don't have any keys with you.
Woman	Okay. And I don't need _____.
Dyce	It doesn't. It doesn't It doesn't. I tried to get in a bunch of times when I was left knocking on the door. So let me run and grab you that other stuff. Uh, I think that's it. Hold on _____ Thank you.
Woman	[Inaudible] All right.
	Vacuum cleaner is running.
Woman	Yeah.
Dyce	_____ I have more of this _____ at home. I'm going to have to get it.

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	All right? Good. Here I borrowed this, sorry.
Woman	Okay.
Dyce	That is it, I think.
Woman	_____ this is yours?
Dyce	That was a picture that was up in the lobby and I took it down. _____
Woman	That's what you _____?
Dyce	Yeah, thanks
Woman	Yeah I think when I asked her to pull those together she just put them in separate.
Dyce	Okay, let me see _____. Now is this the original of my -- oh yeah so here it is. So this one is this one says expires '06, I thought you guys had gotten another one from _____. My DEA
Woman	Do you have a pocket DEA?
Dyce	No I never had it everything was coming here. Now this is you never got a certificate from the AAOA? I thought that was I was leaving a lot of stuff here.
Woman	I pulled -- I don't have -- I don't keep those credential into your CV files and we pull everything
Dyce	Oh wait what is this? This is the South Carolina DEA and that ones _____. _____ substance DEIA which have been printed off and then _____
Woman	And Kim said we did not have CMEs back that far.
Dyce	Yeah we did cause remember we had to keep them for the AAOA?
Woman	Let me look _____ again
Dyce	Na I mean if you could just check for me yeah since I'm not gonna be coming back this way soon.
Woman	Okay
Dyce	Please
Woman	Do you have all your licenses there?
Woman 2	I was gonna say _____ list again for you Dr. Dyce _____.
Dyce	What list?
Woman 2	The list that you had requested. Just the email you sent me.
Dyce	Oh it was just a general email because I knew -- it didn't really list anything.
Woman	Inaudible
Dyce	Yeah so I have a couple of my allergy stuff but not everything, alright. Yeah if you just check if you don't have it so be it I guess I'll have to request it again _____ I thought all of this stuff was on file too.
Woman	Inaudible
Woman 2	This is yours _____ that's yours
Dyce	Okay yeah I never got this
Woman 2	Okay let me go look -- let me pull the CV file.
Woman	No if it was bigger _____.
Dyce	I used to call him anyway.
Woman	Inaudible
Dyce	Huh yeah I remember once I think _____. _____ fourth year when I was a second or third year. He's cool he lives he's out where Monet is and he owns his plane.

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Woman	Hmmm
Dyce	Hmmm must be nice. Hmmm.
Woman	You have to try harder to smile and walk _____
Dyce	Not so what?
Woman	Seriously.
Dyce	Well they put me on a _____
Woman	Inaudible
Dyce	Where you're making me smile in that picture
Woman	You can't go everywhere _____
Dyce	Inaudible
Woman	Hmm. We should go I'm hungry have a little appetizer have a drink. Do you know any nice restaurants down here?
Dyce	Um I mean the usual. We can go into Camden.
Woman	Yeah probably.
Dyce	Or we can go to Chili's or something.
Woman	Is there anything out of this _____ or should we just go back in -- where's Aberdeen?
Dyce	Everything is -- that's Jack Bentley.
Woman	Cause I don't remember how to get there.
Dyce	Um it's right on it's like all the way downtown. Hey
Male	Guys how are you
Woman	Hey good.
Male	Nice to see you.
Dyce	You too.
Woman	Nice picture _____
Male	Thank you _____
????	_____ special
????	Everyone _____ from _____ store.
Puchalski	_____ really likes me.
Woman	I know.
Puchalski	Think he likes _____
Woman	No that one's not -- no this one is probably in New York off the street. Yeah I can tell. 5 for 20
Puchalski	It's a New York handshake by the way right there.
Woman	What looking like _____
Puchalski	That's the Wall Street handshake.
Dyce	Is that right.
Puchalski	Yeah how you doing?
Woman	What does that mean?
Dyce	Good.
Puchalski	_____
Dyce	Is it expensive?
Puchalski	Well yeah but you want to check out _____. I don't know
Woman	Yeah for women who would be like "so" not as subtle.
Puchalski	Probably get kicked out of

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Woman	Right right. It's probably not even women on Wall Street anyway.
Dyce	Oh there's some.
Puchalski	There's some _____. Actually one _____ she was up in _____ years working five years and doing a two year internship to get her job and _____ she gave it all up and said she didn't have meaning in what she was doing.
Woman	Right.
Puchalski	There was no meaning anymore in what she was doing, and so she bagged it. And went back and took ___ school _____ to _____ school for two years and she's taking a like a 70% cut
Woman	Yeah tremendous
Puchalski	_____ cut in pay and she's happy.
Woman	Inaudible
Puchalski	She enjoys and _____ just finished up school and she's trying to figure out _____ just kind of
Woman	She must be my age or 30.
Puchalski	She hasn't had any time to do anything for like herself and so she's got her first
Woman	Well cause you like a dog
Puchalski	Like a real boyfriend
Woman	Yeah.
Puchalski	_____ the chiropractor. _____ so I think _____ hopefully she's you know
Woman	Yeah
Puchalski	I don't know Wall Street _____
Woman	_____ cut throat.
Puchalski	They were doing great.
Woman	Yeah past tense.
Puchalski	Five years ago. _____ two years
Woman	_____ you can say that about real estate, you can say that about you know about everything five years ago _____ you know.
Puchalski	
Woman	I'm sorry I'm not trying to hold you up.
Dyce	Oh geez
Woman	I'm gonna um
Dyce	Well if you want I mean you can just check it don't look through it now. I didn't realize it was that much.
Woman	_____ not there. Cause this
Dyce	No I just want to know all my - all the allergy CME and the sleep _____ cause I have to do that for the Boards so I just want to make sure of that. Like I can show what I've done so far. And I thought I had all that stuff directed to come here.
Woman 2	She did Kim said this was all that she could find but I will -- I will go back through it though. I need a bigger storage don't I.
Puchalski	Yes, _____ ?
Dyce	This -- this is all I have in here. This is from '06, I don't have anything from

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	nothing really from 0 - I just have this from '09
???	Inaudible
Dyce	I know but this was from '08 and then think about all the credits I had to get for the allergy stuff and this the only one really 5. This is a little scant. I can call them an ask them for, I got to pay to request them for it. Request it. And it was all coming here.
Woman	This is all through the hospitals.
Dyce	I thought you got a certificate, but I still ask them to send here to, but I guess not the allergy certificate. But mostly, I'll call them up I'll see
Puchalski	Inaudible -- do you have an actual _____ one?
Dyce	No that's what I'm saying I never got that.
Woman	Is it _____ like?
Dyce	Uh um
Woman	Is it _____ here?
Dyce	I don't know I never saw it.
Woman	Cause like you know _____ like all the doctors have their --
Dyce	Yeah and I never -- the only stuff I have is my old stuff. And that's what I -- I thought that's why I thought I had more stuff than I do, cause I sent -- I had everything come here. Because they could just put it up in the lobbies and make copies and frame them and do whatever.
Man	_____ weekend?
Woman	Uh, I don't know. But we might need to try the new car, because my car's like (makes noise) and I ___ the SUV. It's got a hundred thousand miles on it.
Man	_____. It's only two years old too.
Woman	It has a hundred thousand miles on it. It was in 2000, it's the same age as Ray, so its' three years old.
Woman 2	_____ she did have any miles on her _____.
Dyce	Correct. You would think. She is nuts. She's pretty bossy _____.
Woman	_____ so I took it in they said the rotor was _____.
Woman 2	I was thinking if maybe if anything else a copy had been made to send to _____ part of ___ credentialing package.
Dyce	Yeah.
Woman 2	But let me just uh – this is 2000 _____.
Puchalski	Maybe they'll give you a car for five years _____.
Woman	(Laughs) – what is Kershaw Health? Is that here in Camden?
Puchalski	_____ Hospital.
Woman	Oh, in the hospital. Yeah, that's why _____ yeah.
Puchalski	_____.
Woman	Like _____ how she gives away like free cars on TV?
Puchalski	Who was the other person that did that? All her staff.
Woman	Maybe it's _____. Maybe it was her.
Puchalski	_____.
Woman	Oh, the gay one – Rosie O'Donnell.
Dyce	Did my sleep certificate get here too? Cause I don't have that either and I think I'd given them this address. You just keep an eye out for that.

Woman 2	_____ intercepting that stuff. It actually just goes in files for credentialing. But we can _____.
Woman	Yeah, I mean _____. You win some you lose some. No _____. It just needs new rotors.
Puchalski	_____ hundred thousand miles _____.
Dyce	The sleep, but yeah, that came out in it would have been January of this year. And they said keep an eye out because we're going to send you the rest of the sleep certificates, and I never got the request. But everything is directed to come directly to this office.
Woman 2	I'm looking for the allergy.
Dyce	And my allergy certificate too.
Woman 2	_____ from 2 years ago.
Dyce	Uh yeah. Let me see when the letter was from. Uh, December of 08 was when I got this, and the sleep would have been January of 2005.
Woman 2	I guess it would be easy to look through this if it was just in as a single piece, but it would make sense that it would not be ____ something _____.
Dyce	I think we're going out of town, aren't we? Thought we were going out -
Woman	_____
Dyce	And that's what we're doing?
Woman	_____ with the one GMC dealership _____ they cleaned and fixed last time.
Dyce	I though you guys went in on Thursday? Maybe it's next year, maybe it's next week. It's next week isn't it? It's next week yeah.
Woman	Here's the _____
Dyce	I will think about it.
Woman 2	Do you have uh, ____ a transcript, it that in there?
Dyce	That's 2006? I think that one may be --
Puchalski	_____ on the surface.
Woman 2	Okay. I'll be right there. Okay?
Dyce	Is this _____?
Woman 2	2006? Yes. Do you have – this is _____.
Dyce	That's another, that's, that one I may not have. That one may be a real one.
Woman 2	This is a certificate, _____.
Dyce	No. That's a copy of the transcript.
Woman 2	Your transcript.
Dyce	The CMEs. And that I do need. See that's the kind of thing.
Woman 2	She may not have read that _____.
Dyce	Yeah, cause I think they have some originals and some photocopies.
Woman 2	It says that right there. These copies received in transcript.
Dyce	Yeah. So this is from uh -
Woman 2	2008.
Dyce	September 19, 2008.
Woman 2	Alright ____.
Dyce	So this is part of it too.
Woman 2	_____ Dr. Dyce. Same thing.

Dyce	Yeah. Same thing.
Woman	_____ Do you have this one?
Dyce	No, they may not all have come up as – I don't think that one is in there because that would have been with the coding course, so I do not have that one.
Woman	Do you need that?
Dyce	Yes, please. _____ couple ___ are asking for all my CMEs and I just want to be able to yes, I have those.
Woman 2	_____ do you have this?
Dyce	Hmm.
Woman 2	You're going to need this ____ she may have copied this for you.
Dyce	Yeah, nine, ___ nine.
Woman 2	CP?
Dyce	That one I don't think give me --
Woman 2	That was just our management course probably, no?
Dyce	That one doesn't.
Woman 2	Actually, well, _____ get a little bit of _____.
Dyce	Yeah, do get a little bit of _____.
Woman 2	Okay _____. Depending on who put it together. _____. This is just multiple copies, I'm going to use these. _____. Alright that's the same one that I've already had for you.
Dyce	Okay.
Woman 2	_____ which one is that. That is _____
Dyce	Okay. That's fine. Yeah, she may not have recognized that those were actual, because they don't have an official --
Woman 2	Uh huh. _____ chest x-ray?
Dyce	_____. That's alright you can keep that.
Woman	_____ Jamie.
Woman 2	First of all, there it is _____. Does it make sense if one of these, especially this more recent would be this far back but I will continue ___ I mean we'll keep looking for you.
Dyce	Okay.
Woman 2	Cause this stuff right here is dating back to Mandy, Mandy's time.
Dyce	Okay. Okay. Yeah Mandy used to take care of a lot of that for me.
Woman 2	So I'll, I'll look _____. Just copies _____. Malpractice _____.
Dyce	_____.
Woman 2	_____. Driver's license?
Dyce	_____ explorer or expedition?
Woman	It's what?
Dyce	An explorer or expedition?
Woman	The expedition _____.
Dyce	Expedition.
Woman	_____
Dyce	Or parking.
Woman 2	_____ I do.

Woman	_____
Orville	Is that what you have?
Woman 2	I've Yukon excel, which his _____.
Woman	Yeah. Jeffrey has that, my best friend.
Woman 2	Does he like it?
Woman	Yeah.
Woman 2	I love it.
Orville	Do you expect _____ recline all the way?
Woman 2	Yeah. I had the, I guess what they call the captain chairs in there.
Woman	Yeah.
Orville	Oh.
Woman 2	But yeah, we like them. We love it.
Woman	Yeah. It's hard to find one of those Yukon Denali's. Like we looked _____. You couldn't find the regular. You can't find the Denali version with the captains chairs.
Woman 2	Right. The guy here though, Mark's known him forever. He'll find anything for you.
Woman	Uh huh.
Woman 2	He's like the general manager here.
Woman	Yeah.
Woman 2	Cause they vary, they carry the GMC products as well, they just don't have them like they used to for whatever reason.
Woman	Well no one's keeping that kind of inventory on the lot anymore, you know.
Woman 2	But I'm not worried because Matthew is saving his money to buy me a car.
Woman	Aww.
Woman 2	Isn't that sweet? He's saving his $4 to get me a camero.
Dyce	There you go. That's what mommy deserves.
Woman	Well I think _____ $4 in the little _____ it will be very soon.
Woman 2	I told him, when we went to Belk's on Saturday -
Woman	Yeah.
Woman 2	Did I tell you that part already?
Woman	No.
Woman 2	Well he got his little surfing shirt and he wanted a surf board and he was like where are the toys. Well they don't have toys here. Well I lied. He found the --
Woman	They do have toys.
Woman 2	Yeah. _____. He found the hot wheels. And I said Matthew you got a toy yesterday _____ toy and he just looks at me and those eyes.
Woman	Awww.....
Woman 2	_____ hold hands.
Woman	Awww.....
Woman 2	_____ four dollars to him _____?
Woman	Absolutely. ____ she's come to collect money all over the house and then when she sees coins lying around, she's like money, run and put it in my bank. I'm going to put it in my bank.
Woman 2	Wow, this is before all of us. All of you recognize this handwriting, this may have

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	been Vicki's, may have been Terry's. We were never here with Terry. Were we?
Dyce	Yeah, we weren't here for Terry.
Woman 2	Yeah this is '07, well that's '07, so. That may just be somebody's _____.
Dyce	That may be it.
Woman 2	Uh, we've run out of folders. Ah hah!
Dyce	Do you have my home study course?
Woman 2	You need this? I mean that's a 2008 letter does that matter?
Dyce	Yes, I have that, thank you though. Thank you.
Woman	I like, looky there.
Woman 2	_____.
Woman	I promise you I didn't now that.
Woman 2	Yes, the very last one is, here's your letter.
Woman	Well great!
Woman 2	Your certificate number is, and apparently, your certificate is not in here.
Dyce	What is that for? _____
Woman 2	This is your January 2010 letter, did you get a copy of this?
Dyce	Not an actual copy, no.
Woman 2	Okay. So this says _____ the email. The certificate is valid for 10 years. Is that what this is?
Dyce	Yes. So I don't have that certificate. _____?
Woman	_____ That would have been your _____ certificate.
Dyce	Nah, they may _____.
Woman 2	Ah hah. For obtaining it.
Dyce	_____
Woman 2	Maybe that's why we might not have it. Because this would not be --
Dyce	Alright. They say also enclosed are instruction for obtaining it. Do we have, _____ can I get that please?
Woman 2	I bet this is _____.
Dyce	Thank you.
Woman 2	The very last folder. But it's not the certificate, it's just the -
Dyce	The instructions on how to get it. Thanks _____.
Woman 2	_____ it? _____ right?
Dyce	Take care. Yeah, if you _____ let me know _____ home phone number.
Woman 2	Okay.
Dyce	Okay. _____.
Dyce	When is that this weekend?
Woman	Yeah.
Dyce	Is that when we're going?
Woman	Yeah.
Dyce	Oh, then no, the answer is no. Just say we have other things, we're going out of town and some other stuff. I think at this point everything is on a need to know basis. They do not need to know that. If we say that, he will somehow twist that to mean something else. It's like – he's a freak, he just yelled at me _____ and accusing me of some other stuff, he told me you're going to sue me. You are a freak and a half. _____ think about _____.

Dyce	Could I have said something different? ____ think about it?
Woman	No. I wasn't sure what you wanted me to say and I know it sounded like _____.
Dyce	_____ going out of town.
Woman	Yeah _____.
Dyce	I didn't say we're going out of town.
Woman	_____.
Dyce	None of your damn business.
Woman	You said none of your damn business?
Dyce	No, I just said nun ya.
Woman	You said nun ya.
Dyce	Nun ya. None of your damn business.
Woman	_____?
Dyce	No, I told him before, I'm like listen, I knew at this point that _____ unless it concerns me. _____. I told him that _____ I gotta go where you want. _____ twiddling my thumbs, scratching my dick. _____. Cause you know, he's going to use, I don't feel like being that guarded where I have to watch every thing that I say and he's trying to ___ cause every time he has a conversation with me, he's like just and me but I'm going to run back and tell my attorneys and we'll figure out how we can manipulate it to our advantage
Woman	_____ he said, he said I don't _____ he's like ___ and I was like well you would _____.
Dyce	He said you're going to _____?
Woman	No, he said _____. _____.
Dyce	Uh huh. You still haven't been _____ actively. That's why I don't think it's a good idea to hang out with the guy.
Woman	I didn't know that.
Dyce	Yeah. I think at every point along the way, you were going to turn this into something I said _____. You're going to twist something I say into something else. Oh, what a surprise. We kept _____ and how you apply for your thing. What a shock about that. And like why are you, all my stuff that has my name on it is mine. You should have just handed that whole thing over to me.
Woman	_____
Dyce	I'm not going to _____. You know, obviously I don't trust you guys with anything I have _____. You know what a shock, the last thing I look at happens to have it. Right. I'm sure it was the first thing you looked at on the other side.
Woman	_____
Dyce	Yeah. Like I don't need you around me. I don't need you around me, my kids, my wife.
Woman	_____
Dyce	No actually, that's running back and forth every day. I was going to say something about that but I'm like forget it. Don't even start _____. I'm not going to come into the office _____ then you'll ___ disruptive or _____. The Charleston ____, the ____ yeah, because I run up there every

	frigging day of my life. More than you go to _____, or go up to Charlotte.
Woman	Oh _____ that it is 19 days _____.
Dyce	How do you know?
Woman	_____
Dyce	_____ take all the vacation you want.
Woman	_____ three weeks of my vacation _____. That's only once a week.
Dyce	_____. _____.
Woman	_____.
Dyce	He just bought a whole new _____.
Woman	_____
Dyce	No, he didn't _____.
Woman	_____
Dyce	I saw the woman do it. yeah _____. We can go to a place like Chili's or we can go to one of the downtown places, get like a martini or something to eat.
Woman	We've got like 45 minutes.
Dyce	You know the more I think about it it's more of a – I guess – you were the only place to get food and I'd been starving for 30 years and my ____ was about to die _____.
Woman	_____
Dyce	_____ passing around your nasty wife. You nasty _____. ___ a lot of _____ in this world.
Woman	_____ and I mean the last fight was not even _____. This is going to be expensive. Like it wasn't _____.
Dyce	_____ expensive.
Woman	You know? Like _____.
Dyce	I don't know what he's talking about. I think everything _____ email, he wanted me to respond to his email and I didn't respond, so he sent it again. In case he missed the email I said alright _____. I think it bugs him that I just don't respond. _____.
Woman	_____
Dyce	_____. There's _____ over there _____. And it starts at 6:30?
Woman	_____
Dyce	_____.
Woman	_____.
Dyce	I think it's just _____ me around. _____. Like this thing with Terry _____.
Woman	_____ first thing I thought.
Dyce	Yeah. Cause he, and the right the way he insisted that uh, all I can say is _____ myself I don't have any office space _____.
Woman	_____
Dyce	No, he wants me to send it in a letter, but I mean, I may have to _____ handle that _____. And _____ and _____ my personal

	thing is I have the _____ you know like, I don't, I want to do it _____. _____ to determine who stays and who doesn't _____. _____ myself _____. That's what I can see _____. This might be between him and what's his name, try to be a _____. If I'm really planning on staying or not. Depending on how I respond.
Woman	Well I don't necessarily _____.
Dyce	I'm just going to _____. ___ when I say there's no point in my spending capital on this _____. I'll put him in a _____ showed up. _____ find out _____.
Woman	_____.
Dyce	Not until we retire.
Woman	_____ you know, in a row. Who gets six weeks of vacation? I _____ pretty _____ but like, we're never going to take two weeks in a row. _____ like a very special occasion. _____.
Dyce	_____ my wallet? Oh you have my wallet. I have my wallet, hold, don't get _____.
	(exit vehicle – recorder left running - sounds of traffic going by)
Dyce	_____ you know?
Woman	You know, I think _____ how we got here _____.
Dyce	In a way it's nice for Chad to get involved because he's not staff, and it's like his focus. That's why I --
Woman	_____
Dyce	I'm going to write, can you email, email Morris and just say hey, anything new?
Woman	_____
Dyce	I don't know, it's just in the _____.
Woman	Just think, honey, we just _____
Dyce	_____ I'm like okay, let's just stop. That's just it, that was a temporary stop. Alright.
Woman	_____
Dyce	Right now, all it is it would be is a --
Woman	_____ you tell me, is it our path to stay? I will stay?
Dyce	Nope, nope, nope.
Woman	But like I just _____ big _____.
Dyce	A better thing.
Woman	There is a bigger picture for us. Like I want to _____ Thursday night. I don't want to go to Saffron. Like that's the fundamental difference. Like why are Susan and them trying on dresses and saying what are you wearing to Saffron on Thursday. Why we are saying that?
Dyce	Belk, why are you trying on that Belk _____?
Woman	Well first of all, why are we trying – and they're trying to open a Belk card, and by then I'm thinking I am never going to shop at Belk again after being here.
Dyce	Yeah. This is my out.
Woman	This is what I'm thinking, like in my head, and I didn't want to say that because Daphne had opened a Belk card. But I said, _____. You know?
Dyce	Yeah, I saw that. It showed up on your credit. I heard _____ talk about that.

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Woman	But what I said is, Belk is not it for me. This is not it for me. Like, I just, I constantly I'm like, Susan's like, I'm going to wear this to Saffron on Thursday, and in my head I am like, I am like, Saffron is not _____ Thursday. Like ___ is not it for me.
Dyce	You know what? If Paul Terry ___ put in something for Petersburg, that might be the perfect place. I mean I know it's not on the lake, blah blah blah.
Woman	_____
Dyce	But if we live in Richmond.
Woman	It's close to _____ in DC. You know what I mean?
Dyce	As long as we can get away.
Woman	_____.
Dyce	Ship any cases out.
Woman	Well I know, but like we _____ and go to DC _____ you know what I mean? It's like, I mean _____
Dyce	What would do with _____?
Woman	Well _____.
Dyce	Well part of it, part of it has to do with what she wants _____.
Woman	Well it means _____ we need to see is like, _____ calendar _____.
Dyce	Then we move _____ to Richmond, we move her to Atlanta, does she stay where she is? Do we --
Woman	_____ you know, like every eight weeks do we _____ she comes to us?
Dyce	_____.
Woman	What we need, we need _____ because I don't want to get to the place that she _____.
Dyce	_____
Woman	No one _____
Dyce	But if they put one of these things _____ We can park right here.. Is this someone's house? It is? You're sure.
Woman	_____.
Dyce	_____ just said _____. Hey get out of the road. Haha. Hey, how are you Stephanie.
Stephanie	I'm mad at you.
Dyce	Ah, Stephanie, it's not my doing. Whatever you heard is not my doing
Stephanie	No, I have a, I mean, Chad told _____. I hope you stay in the area.
Dyce	Oh, we're trying, we're really trying. Okay I'll park. You remember Jamie?
Stephanie	Oh yeah.
Dyce	Let me park, I'll be right back.
Man	I'm right down here.
Dyce	_____. Hey. How are you? You look different all gussied up like that.
Man	I'm trying to avoid _____.
Dyce	I've got to turn my window up. _____. Yeah that's where we have a, looks like we had some unexpected three times so Jamie and I are thinking

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	about _____.
	(exit vehicle – recorder left running - sounds of traffic going by)

Transcription of Tape Records

Man	Hey, how are you?
Woman	This room is available. For the most part _____ we have some _____ therapy, but usually that's on the calendar so we know about that, so -
Woman 2	Every time?
Woman	So if we give you a _____ we can call you. But you can always just call _____.
Woman 2	Okay.
Woman	_____ getting that right now.
Woman 2	Okay.
Woman	I'm sorry, I _____. But we don't have any problem. We also have wireless out there _____ just ___ if you need a ____ line or something.
Woman 2	_____ look at _____.
Woman	Okay.
Woman	I admit I have soft drinks if ya'll want soft drinks.
Man	_____
Man	I'm Ed Wright.
Barbara	I hope everybody _____ I'm Barbara Langis.
Man	Barbara nice to see you. _____ how are you.
Man	Good.
Man	_____ good. I just want to _____ I think we can make that happen though.
Man	Yeah, sorry, I was ____ at the office _____ that came in _____. And one of them _____ today, so.
Man	_____
Man	Yep.
Man	_____
Man	Yep. I'm okay though. So _____ as we're doing this, as you're _____ just normally _____. So I'd like to go ahead and officially

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	make Teresa the secretary.
Man	One thing though about this _____ one uh, just purchasing one system now, not all the systems. _____ the way that _____ is written? Or any system purchased for _____. Right?
Man	_____ system?
Man	Yeah.
Man	And so I'm not sure.
Man	No, I have. I remember I, cause you had wanted to get two. And I said why don't we just get _____. _____ last _____. I think that's supposed to _____ a system purchased for _____. You want me to get this set up for both _____, I said no.
Man	Okay. _____ purchase_____. _____ that's the case _____. Did you get a copy of these minutes or _____?
Man	Not this, but I got a copy of just some points _____ I didn't get the essentials _____.
Man	_____ copy _____. I'll give you a second motion here as to ____ to ratifying Teresa Williams as our secretary of our company. For recording the minutes. _____ and to approve _____ previous actions _____ as secretary of the company. All those in favor?
Man	Yes
Man	Aye. _____. Okay. Next is ah, go ahead and move to current issues facing the company. As I think about this issue, and the topic – Barbara, I wonder, would you be willing to kindly step out of the room and give us some time? Perhaps we can find a nice place for you.
Barbara	Yes _____.
Man	Have a seat and I don't know how long it will take, but it's important and --
Barbara	Okay.
Man	I think _____.
Barbara	Okay.
Man	That would be great.
Barbara	You know how to use the _____.
Bob	So, ____ facing the company. As of last Wednesday, I've _____ and ___to the conclusion that I don't know how it's gotten _____. It's

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	gotten to the point now where we're _____ and we're _____. And so much of my thoughts and my energy and Ms. Kravitz's thoughts and energy are being devoted to just to try to maintain operations. It seems like you and I can't agree on paying off debt or malpractice insurance or even confidentiality. And I'm concerned obviously the issues like our ASC building _____. So as these projects continue to deteriorate and as our company _____ to kind of operate and as the building kind of just sits there, I get the sense that we're at _____ but _____. It's always going up to your attorneys ___ check with, gotta check with Bruce, or gotta check with _____ anything we have. So it seems like we completely _____. In my opinion I get the sense that Bruce and those attorneys ___ have Philadelphia are playing games. They're trying to, for whatever reason, just ___ for whatever reason they're doing it, it seems like they're playing games. They're not allowing us to kind of get our usual _____ done. And that's kind of what _____ is ____. And I think that I'd like to suggest that we get this figured out and that we consider doing some things, even mediation, _____ mediation just so we can get somebody independent to try to see if we can get this ____ out. ___ consider that. But there's no way that doing that or doing anything else is going to be able to address the current issues that we have here _____ the reputation of the practice, or the reputation of _____ and individuals _____ continues to erode with everybody. Whether in hospitals, on these projects, subcontractors on the building, contractors on the building, and everything else. So something has to be done. And ___ as the managing shareholder for the company I have passed a resolution last Wednesday ____ that I will give you read that allows us and opportunity to resolve this. And what this consent is, and I'll let you read it, is a consent for the termination of your contract. And what I do by giving that to you ____ presence of our secretary, is ratifying that we're doing that. I'd like to go into executive session to discuss this with you, but before I do that I want to _____ resolution in the presence of the secretary and that is that I would like to resolve _____ practice, do absolutely everything that I can, ____ resources to ensure that _____ the building that _____ building percent be completed _____. And I ____ that as a _____ for you recording _____. So that this point I want to go ahead into executive session _____.
Man	What exactly does this mean Ed?
Ed	That means you're terminated as far as your employment and that's the resolution under the Shareholder's Agreement and what I would say to you, and I think what Bob is saying to you, and if I could I'd just make a quick comment that this situation that exists now is a destructive situation and it's going to either result in the practice being damaged, or ya'll ultimately separating and you have all the same options today in terms of, I think Bob is going to explain this, I think his choice is you use the next 60 days. You have 60 days of employment left. You use those 60 days, if you desire, to try to reach agreements to get _____ recommendation would be a good professional mediator and use those 60 days to reach an agreement and that this could be rescinded if ya'll reach an agreement. If you're unable to reach an agreement, you can use those 60 days to decide on how you want to

	separate, if ya'll wanted to separate. You have all your other legal rights as well. And all your other, you know, having used legal action if that's what you choose to do. The only thing this does is it puts an end point, 60 days, and it stops the process that's occurring now. And it's not about you as a person, it's not about you as a professional, it's a response to a process that's ___ checked ___ damage _____. I mean I've invaded your discussion but _____.
Man	_____ 90 days _____.
Man	Can I actually call my attorney, take a break for a minute so I can _____.
Man	_____
Man	Okay.
Man	Just you and I.
Man	Your attorney _____.
Man	_____
Man	Well I'd like to pass this up if you don't mind.
Man	You can do whatever you want.
Man	Alright, so we can do that and I'll be right back. Yeah, and I'm come right back.
Woman	_____ my office?
Man	Uh _____.
Woman	Just let me know if you need any _____ okay?
Man	Okay.
Man	Uh let me _____ so that I can _____ know what I'm talking about. Uh yeah.
Woman	_____.
Man	Do I have to dial 9 to get it?
Woman	Yeah _____.
Woman	Did you get it?
Man	_____ yeah _____.
Man	Hey Horace this is Orville. It's real important that you give me call whenever you get a chance. Thanks. You can call me on my cell phone. Thanks.

Man	Hey Horace, this is Orville. I'm going to fax to you, _____ I'm in the middle of a meeting with _____. He actually gave me some forms saying that he's terminating me from the practice. Yeah. Can I fax this to you? I'm going to fax them right now. He immediately adjourned the meeting and says he wants to go to executive session, whatever that means, and he wants to talk to me. Huh? Well he says I have 60 days to – let me tell you the way he put it. He says as managing shareholder passed a consent for resolution for termination of my contract. Ed Wright is sitting here and saying yes, he's basically terminating you but he, I'm terminating you under the current agreement and I can get up to 60 days to reach and agreement for the termination to be rescinded or we must decide on how to separate. Okay. Just walk off? What do I do at that point? Just leave. Okay. Okay. Okay. And now, do I show up for work tomorrow? Because I have patients scheduled. Okay, so show up for work like everything. Okay. Okay. And then what do I do at this point? Just – Okay. This thing is going to say Bruce Harmon on it, but it's really _____. I'll fax it over to you. What's uh, your fax number is? Yeah. Uh huh. Good. Great. I'll do that. Thanks. Bye.
Woman	_____ confirmation?
Man	Did we get confirmation on the other one?
Woman	_____ three, okay. I just _____, he just ahead and _____.
Man	Oh that's alright I'm not _____.
Woman	Okay.
Man	Is Ed there? Where's Ed.
Woman	I'm assuming he's there, but I was going to tell him to come over here. Cause I guess he just needed somewhere to wait. _____ meet him in his office and _____ get Ed _____.
Man	I'm going to _____.
Man	Very well.
Man	_____.
Man	Good, man, how are you?
Man	_____
Man	Hey, how are you?
Woman	_____.

Provider mtg eplains lucas construction and credit cards in last 13 minutes

Puchalski	Hey how are you?
Dyce	Good what's up?
Puchalski	Do you think she's like _____ as well or just _____
Dyce	Huh?
????	Inaudible
Dyce	No.
Puchalski	Allergy _____ change there we've got Kelly Boones rejoined the practice after a few years and she's now the _____ department _____ building. She's very happy to be back, she came back with _____ and things are working out there. We got Lindsay who's part-time but going on to nursing school for RN now so she we've always known her, she's going to be making that transition and so _____ that's _____ going to nursing school, getting married. Any concerns _____ allergy. That okay? Going well. Okay good. Allergy listens everything going well there? _____ putting up signs? _____ system working out pretty well? _____. _____ try. _____ if we can _____ possible. Okay good.
????	Yeah I have _____ tid bit today. Just _____ be careful just _____ huge difference in _____ _____ in September left side took the incus, took the _____ out and you always worry about drilling the _____ and causing the _____ but the hearing testings _____ showed a _____ lost with _____ right around that possible where they were cross over and the other ear would hear, so I put _____ and the kid _____ good ear so I was kind of freaking out this kid may be deaf so I just had Dr. Will review the test so his _____ scores are perfect so its just the _____.
Female	I had one yesterday too that I was wondering if it was operator kind of
????	Send it to _____ if you have a question
Female	Hearing loss. They couldn't find any _____ for it.
????	It's not often but you just got to keep your antenna up.
Puchalski	Just
Female	Yeah
????	_____ masking one ear
Puchalski	Anything else _____ ?
????	Inaudible
Dyce	I'm good thanks.
Puchalski	_____ just a little bit heads up wondering if anyone has any feedback. Been a few concerns between _____ terms of the staff. _____ some negative things and some other issues from Jennifer _____. Anyone hearing anything negative from Jennifer _____ best position or anything else? You did? No big issues there?
Female	I've only had verbals interactions yeah.
Puchalski	Positive things about the practice
Female	Yeah
Puchalski	About the job about
Female	No just about patient interaction _____ if I need extra help with getting a patient in for something special _____ Rs _____ she told us you know.
????	Good about doing that

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Female	Good about doing it and good about pointing out concerns on audiograms that she's doing. Bringing up the critical points you know.
Puchalski	Alright fair enough, well let us know if you hear anything. _____ try to get that way back to the department supervisor and _____ this week. She'll be happy to hear that -- that doesn't go beyond that scope. Okay front desk. Front desk wise. _____. Got a new _____
Female	We've actually two new schedules
Puchalski	Inaudible
Female	Debra Lovelin will be here because Sherry went to Hartsville. Just the switch _____ two.
Puchalski	Very good. And sleep anything sleep wise? _____ sleep wise? _____ studies?
????	Yeah
Female	I had a couple patients _____ looks like _____ rashes after you know _____ lab. I mean I don't know I can't say for certain that's what caused it but they can correlate chronologically.
Puchalski	Steph and I have many discussions about the inadequacy
Female	I know I _____ to that lab to be honest with you. I don't want to promote something that
Female	Yeah I told them you know and if a lot of times somebody's had a study _____ they need a titration.
Female	The titration
Female	And well not only that but they don't want to go back there because they have such a like a rash and itchy noise and _____ Camden _____ option you know.
Puchalski	We're gonna have another option in Columbia not too long. So that will be good. But until then it's not like they don't know about it. They are very very well aware. In fact CJ's been keeping a list of patients that have been unsatisfied with this _____. And _____ have a couple of _____
????	Yeah.
Puchalski	Have you noticed anything _____ better?
????	I _____ complaints in a while. But
Female	Yeah don't too many complain about the service but they've been having issues with like rashes and -- which is kind of you know more concerning
Female	I had one call me on emergency call and I don't -- you can probably call the answering service and get a name, but I don't know if it was _____ Irene or _____ it was a Saturday night _____ that they had been _____ lab and it had been over an hour and no one _____ or nobody ever came. I mean _____ the hard part was I know that on other places they don't really do Saturday nights like right across the street from me. But I didn't know whether to tell them they _____ Saturday nights or not and when to schedule them or if
Puchalski	Right
Female	Or if there was a problem _____ technician actually _____.
Puchalski	Nothing
Female	Uh ah
Puchalski	Hartsville labs are _____ so _____ be back in Hartsville. _____ the lab experience that'd be good. _____ study today that we were searching down so we gonna try to work on trying to make sure we get that. I think you go the contract on studies today.
Female	What.
Puchalski	From _____ from Hartsville lab our Hartsville lab _____ practice.

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Female	The patient can _____ schedule.
Puchalski	Okay let's keep going. Cody Pearls if you look at your sheet there's two things that Kim wants to share with us. The first is just a reminder we've discussed this many times in past, but just _____ those are two things that can't be pulled together in the operating room so be careful about that. _____ being called in the back but anything we can do to try to prevent that from being up their first would be good. _____ choose one over the other _____. Next is _____ surgery complications for Medicare patients. Not sure if there is an example of that anyone I don't know if anyone's got that but _____ about a year ago now that any complications of _____ or _____ aren't covered. Complications _____ surgery _____ thirty days. So _____ thirty days is no payment to a hospital for _____. Let's see next is Medicare hot topic alert here. So nasal anoscopy and _____ billed together for Medicare. _____ modifier it is allowed _____ CCIX _____. What that basically means is you have to document when you use both those scopes on the same day _____ done at a separate time. That's what has to be done there. So if for instance upper airway evaluations I think a lot of us kind of got away from doing this, but our upper area dilations for any _____ any _____ do rigid, noscopy and there's actually a code for rigid nasal anoscopy and then _____ so if you use two separate scopes you use them _____.
Female	I thought we _____
Puchalski	They are but if you put in actually the 31231 that says rigid and the 31231 that says just _____ and rigid
Female	Rigid is
Puchalski	Yeah
Female	Inaudible
Puchalski	Exactly just _____ so but _____ so _____ it's on Medicare patients or you can do that. Now we've had discussions with insurance companies about this particular _____ so outside Medicare patients there's not an issue. Medicare patients you've got to be _____. _____ recruitment, we have a PA who was _____ shadow. She was very interested. She got ill and we kind of loss contact for a little while, but then _____ contact here _____ practice. _____ got a chance to meet her _____ meet
Dyce	I just said hi and bye _____
Puchalski	_____ shadow for a half day. Her issue is that she has a significant other or developing significant other _____ relationship so _____ with her and we have other PAs. One who might be _____ sense for _____ sense for the practice. Okay let's see next is marketing strategies. I just want to share a newsletter with you does everyone have a copy of this? _____ pass around so you guys can see this. This has already gone out for a while here but just to kind of _____ [LOUD BUZZING NOISE] that's going out to the _____ patients. And _____ available for our quarterly visits with practices so _____ try to use this _____ discussion. Upcoming vacations and CMEL I'm gonna keep -- is it okay if I keep going while you guys look at that? We've got -- Paul you got one day in April. And a CME for vacation we've got Dr. Dyce you got three days in April. Jean you got two days in April. For CME in May there's none for vacation in May there's Puchalski one. Dun _____ two. Paul one. There's Tetterton one and

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	_____ five.
Female	What was that again what was the -- those were
Puchalski	Number of days that you have approved
Female	For
Puchalski	For vacation in May
Female	In May. I had another request for later in May _____ if that's cross your desk yet? It's for the very last day
Puchalski	_____ April _____
????	Is May is May _____
Puchalski	Right now I have approved for Mays two for you vacation.
????	Okay.
Puchalski	Is that correct?
????	Ah yeah I just wasn't sure because I got a email yesterday.
Puchalski	It had. _____. Okay. Now let's see next is land building update. Hoping to get things up -- Will picked up on the pace of building by the by the end of the month. Got some _____ there's a little bit of a damage that was in the building of equipment from contractors unfortunately over the weekend. So as you're driving by if you see any road trucks that a -- after hours this will be _____. But _____ we hope that things will _____ pick up on pace of that building at the end of the month. IT issues. _____ probably saw the email that went through asking for slow times for network try to get as many as those slow times in to try to help them publish _____ when these things are occurring that will be helpful and right now what we have as a plan is that we're gonna have to _____ third party vendor from Columbia that has a snipper type software and this has been _____ but _____ but hopefully we'll get the snipper folks from Columbia and _____ together and try to see if we can figure out some of these _____ issues. Everything going well with personal computers and cell phones? No issues? There was an email problem for a while but I don't think that issue since then. See upcoming events we've got a potential the lake party it's proving to be a little bit difficult to schedule given _____ departure and some other scheduling stuff but we're gonna try to look for some time there and then the next thing is October open house. And so that'll be for the new building and we're gonna have a Chamber of Commerce open house like we've had at the other building when it first opened. We had _____. So as soon as we get that date nailed down, we'll try to get that out _____ make sure that they're available for that _____. Okay quarterly practice promotions, last time we had meeting chose kind of what day of the week was the best and it looks like we have some of the dates here _____ still pending is that right?
Female	You are and _____ taken over this project so she should _____ confirm some of these things that _____ could change.
Puchalski	If you could -- could you guys just check your schedules now and just make sure that these dates are not in some way conflicting with something that's changed since last month so we can kind of _____. It's good - it's good? Excellent. Okay so we're gonna have these fliers, we're gonna have the maps, we're gonna have the cards, the brochures and we're gonna have somebody with everybody out there. So we don't have to worry about anything completely respective with all those fliers _____ make it there. _____ schedule _____ special. It should be something _____ doesn't make it too hectic. Hope is it should go down and try to just get to know these folks a little bit more. Okay inpatient counsel profile. Last time we discussed this and we were going to think about it for a month and the proposal was

	we want to switch to a system where everyday if you're on call then the hospital call the answering service for counsel, the answering service will know who's on call, they will the call the physician on-call with a consult and then it'll be the physician responsibility to either respond to the call. If there _____ to do that or if they're not because of the day and somebody else is more _____ day then they try to know who's in town and try to get these figured out, that was the proposal from last time. Just determine what we're doing now. Just to try to see if we could make it all uniform. You guys given that any more thought?
???	Doesn't matter to me.
???	I'd rather keep it as is.
Puchalski	Keep it the way it is. Okay so what they do is they're gonna still be encouraged to call the answering service except during the day they're gonna try to see what they can do to find whoever's in the hospital, is what they're doing now. So if someone's in the operating room or something else. The only risk we have there is that if somebody's typically in the operating room on a certain day but out-of-town for something their pager is gonna be off _____ and so it might be a little while before they they get put -- we'll just try to tell them to call the answering service _____ we'll see how it goes. Are there any other complaints or concerns about _____? OD this is one of your concerns has there been a
Dyce	I have no concern.
Puchalski	_____ has that gotten better?
Dyce	Um I get them when I do them. But I haven't had any problems _____.
Puchalski	The current system. Well we'll just keep going with the current system. And we'll bring it up if there's any concerns. Okay great. As for prescription pads the hospital asked that we kind _____ passed out. So _____ we have new prescription pads so pass these out for that _____. Pass out a deck now and then _____ offices so we can have those. Next is _____
????	_____ do we have to
Puchalski	Do now
????	Really.
Puchalski	The _____ because they wanted _____ so you have to _____ in there. Recognize that some pharmacies _____
???	Inaudible
Puchalski	CMS requires it.
Female	You can Google
???	Inaudible
Female	Go every single
???	Inaudible
Puchalski	So alright so everyone's got one of those now so _____ anymore. Tee you probably need more of these.
Female	Okay.
Puchalski	Anyone see any problems with them before we _____ spellings okay, are these good. You NPI numbers correct?
Female	_____ actually
????	_____ certification.
Puchalski	Any other errors someone wants to point out. _____ name spelled correctly _____ guys.
Female	No my name's not spelled correctly. The p and r _____. _____
????	All the address seem to _____ zip code seem _____ l.
Puchalski	Okay

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Female	_____ be next year _____
Puchalski	So we'll order some more I think. You know the box will probably be good. I'd like to leave these in some offices so if you feel comfortable could we _____ in your office?
???	Yeah yeah
Puchalski	Let's do that so let's just make sure these are kept
????	_____ desk drawer. It's always _____
Puchalski	Why don't you just leave them there. The other place we could put is we could put it in the prescription closet _____ still there
Female	It's too much access to that. Anybody can walk in and grab one that way.
Puchalski	So let's try let's try to do that. Okay fair enough good deal. Next issue is polo shirts. This is something that _____ ahead of us. So it was a plan it was a planned announcement and then it was suppose to kind of come out. But there were, there are polo shirts that some of us have or had and others did not and the hope was that if your out eating or if you're doing something else that's _____ about this or if you're going out to the hospital and you're _____ that you use a polo shirt or that you use the polo _____, just to kind of help A- promote the practice and have some sort of _____. And so we at the very least ordered polo shirts for the meeting and in the past we agreed to a policy we'll try to where them when we're on-call as well at the hospital. That's still our desire to do that. _____ new polo shirts for the gentleman physicians and then we can I think everyone else has gotten recent new polo shirts _____ think _____ is that right?
Female	Are we required to where them on rounds?
Puchalski	Well we have everybody there have them -- if you're going on a meeting or you're doing anything else then have _____. Our plan before was to wear them for call and that's we want to reverse that and _____. We want to make sure we're not
Female	I don't like be monitored on what I wear you know what I mean, that's a little bit weird.
???	We also have _____ and
Female	Inaudible
????	I think a polo shirt _____
Puchalski	How do you guys feel about _____. What's the flavor of the group? We got one one opinion
Female	I have my personal opinion I don't like wearing _____
Puchalski	What
Female	I think our coats have our logo. I wear my coat on my rounds.
Female	I do _____.
Puchalski	I just would like to -- I mean if that's what we do then we're all gonna wear coats. I don't keep my coats in the office, but I can keep one in the car.
Female	I just know no other practice who has some kind of _____
Puchalski	Actually others do.
Female	Inaudible -- I don't like it. _____ monitored, it's like too much big brotherish to me.
????	When I play golf and I wear _____
Puchalski	_____ or just
????	I always have my coat in my car so I always have my coat on it doesn't matter if I wear the polo shirt or not. I always have the coat in my car. _____ shirt or just _____
Female	I think leaving it open, that way people decide what works best for them.
????	You got us polo shirts?

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Puchalski	Inaudible
???	Good
Puchalski	Inaudible.
???	Okay.
Puchalski	Otherwise we _____. Alright great next is the transition schedule. It's right here in the back. I obviously _____ things _____ but Dr. Dyce is regrettably last day of the practice is clinic wise is at the end of the week. Last OR is Monday. So it's unfortunate that we're losing such a fine physician and we have to go _____ some sort of _____ adjustments for _____ his departure. This is probably the bad time to go into depth to that. Dr. Dyce has been just extremely professional with this entire transition plan for the last two months and so publically I'd like to be able to say that _____ it's just been wonderful _____ sure things are gonna be great from _____ perspective. And _____ true testament to his character. So thank you for doing that Dr. Dyce. Okay schedule _____ schedule that we'll be adopted after the 26th. It has some refinements there's not there's not exactly a change _____ each of you independently into small groups _____ here. But this will go ahead and _____ out _____ things. _____ Thursdays between Sharra or to make sure _____ access _____. _____ transition schedule until _____ starts. But _____ should provide _____ service that our patients need _____ and
????	Inaudible
Puchalski	Yes. Every other Thursday. So Sherrod and _____
????	Is there anyone _____ Columbia _____ coverage _____ ?
Puchalski	So there's currently _____ Sherrod. There currently is _____ we're in Sherra.
????	Pardon
Puchalski	We don't have a Hartsville presence right now.
????	I guess what I'm saying is _____
Puchalski	As far as counsels go.
????	ER hits on _____
Puchalski	Sharra
????	On Thursday _____ not at Sharra
Puchalski	Sharra _____ other day. _____ will on Thursdays _____ Sharra and then I'll _____ that day. But _____ I'll do that day we'll transfer _____. Once we have _____ coverage we're just probably _____ Thursday and Wednesday and so that shouldn't be a problem.
???	Alright. So _____ _____ but there's a _____ consult that I get called on Thursday instead of going up there after _____ morning _____
Puchalski	_____. I think we've all been caviler _____ dong that sometimes _____
????	Yeah just
Puchalski	It's _____ the goal is to seek counsel within 24 hours if it's not urgent. So we try to hold out for our _____ and so but you know if somebody get's called in on Thursday we should be able to get _____ Friday. _____. If it's an urgent thing then _____ come back and get it when

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	I'm in Sharrah if it's something that
???	Yeah
Puchalski	Well I appreciate that. And then unless there's other issues other other things to be brought up.
Female	I have a quick question for somebody I've got to do a plan I was just wondering if anybody wants the
???	Inaudible
Female	I haven't decided where that was the other question. Is there if you knew you were gonna do and had a choice of facilities which one would you choose?
????	Inaudible
Female	Patient is from
???	Inaudible
Female	huge including as far as but there's no -- I don't see anyway to do
???	How about . You never know you you don't know who you're really dealing with wise at Providence. You know you're gonna get you know I don't Chad what do you think? but most of the time do . But I'd do the but it's really up to you.
Female	I think you know having two sets of hands I don't really care where we go because doesn't really matter you know.
???	Inaudible
Female	Oh there was another problem with me calling Macy on Fridays and there's only one microscope to do any ear things to . Cause usually his last case tends to be an ear thing and my first set of patients tend to be the babies and the twos and so I get delayed about last Friday I was delayed about now it's not your fault I mean it happens I get delayed like an hour and a half. You know the patients are there and I'm there and there's no you know
???	There's an old microscope
Female	They pulled over the neurosurgeon microscope for me which is 10 pounds top heavy and
Puchalski	Massive.
Female	Very unergonomic but I mean doable but it's something we need to consider how to get around that in the long run.
Puchalski	Guys has she gotten that information for you yet? On the stuff yet.
???	Yes I got a and a similar response saying to them he said to me and Barbara Oliver and Deborah and I responded that's what we .
Puchalski	Okay the other thing is that there's a nursing supervisor that called me out there for that airway guy I went out there in the middle of the night and they couldn't find the scope at all. There's a travel scope
Female	But the travel scope P and E has actually been shipped out for repairs so the only scopes they bring to the bedside now are pediatric OR scopes.
Puchalski	This is
Female	Kershawn yes. No I'm sorry P and E
Puchalski	P and E.
Female	Um hmmm.
Puchalski	At P and E there is one but nobody knew where it was. It's on top of the cabinet right

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	there around the corner from Jenny's office is where they keep it. But none of them _____ so I try to remind them of that. But why don't we hound them for these _____ and what I'll do is also try to _____ to see if we can push _____ maybe I'll try to push for some microscope solution. That's a good point. You always gonna start with _____
????	_____ in the ER
Puchalski	_____ in the ER doesn't have a battery that's an intubated scope. But it docsn't havc a battcry. So you lost thc battcry so you brought that up.
????	Inaudible
Puchalski	_____ small _____ bring it up to them _____ something. But first let's try to see
????	Inaudible
Female	Yeah I don't mind using the neurosurgery scope in the OR just as long as they have it pulled and ready to go. When I showed up last time and I was like well what scope can I use and it took me 45 minutes to go and get that scope and bring it in and set it up and
Puchalski	Why don't _____ do this why don't you suggest it and why don't I go ahead and try to reinforce _____. If _____ a little better. Great anything else? Alright. Thanks guys. Can everyone hand in their folders please to Theresa.
	GROUP TALKING AT SAME TIME
Female	Orals were easy _____ I don't even know who he is. Bret Senior or general and um
????	Inaudible
Female	No no I didn't have _____. I had not Berky but the guy name Bert somewhere
???	Oh yeah.
Female	And then uh _____ Shelton for
???	Oh he's
Female	Yeah. I mean orals are
????	Inaudible
????	Inaudible
Dyce	How old is Burk?
????	He's old
Female	Old.
Dyce	Like Gerald Burk or something?
Female	Yeah.
Dyce	Yeah
????	He's been there a long
Dyce	Is that there yeah
????	_____ a case.
????	Inaudible
Female	It may be in front of me as well.
????	Inaudible
????	That's horrible
????	_____ oral _____ has the same anxieties there.
Female	I know man.
Puchalski	Test questions.
Female	I'm not worried about that at all.
????	Good.

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????	Inaudible
????	Inaudible
Female	What's _____
????	Go in the bathroom and ask you the oral questions while they're in the bathroom.
Female	I didn't get that no, but I heard about that happening in the past.
????	_____ you guys.
Female	I heard about _____
Puchalski	He's an alcoholic. _____
Female	They said that they had more people repeating _____ this than they ever have.
Dyce	Really.
Puchalski	Inaudible. Have a good night. _____ around _____ please. _____ garbage is that garbage. That's garbage. _____
????	Salad
Puchalski	I'll eat this later. Hello. How are you. _____ everyone _____
????	I thought you closed the office after _____
Female	No.
Puchalski	Everybody else is in Cancun
Female	Inaudible
Puchalski	_____ gone Rebecca's gone other people that worked _____ are all gone, so she's a she somehow _____ she didn't get her pass. She didn't get the memo.
Female	_____ Houston. _____
Puchalski	Yeah _____ first. So
Female	Inaudible -- heard from _____ I got _____
Puchalski	It's actually actually _____ right there bam. Alright so for March charges we have an absolutely heroic _____. If you guys recall 1.6 is good right? _____ 1.6, 1.7 _____ but the reason the charges are so high in addition to what _____ right now _____ charges were held because of _____ license. And so _____ license that we had _____ for and we were gonna have her catch up with _____ thirty.
Female	Inaudible
Puchalski	$32,000.00 and so once we got that we got _____ got that out and we can get those charges out and so those charges kind of were held from February and released in March. So some of that is February charges but it's not not really that high. But a very very good month _____ those charges should go ahead and _____. Collections 903. So _____ best month that we've ever had so very good some of that was increase _____ efficiency but most of that was the hard work of everybody in the practice and good March we really need it because how this _____ first but we haven't seen the benefit from that so _____ and so we're seeing _____ come through. Accounts are starting to come back up. Recall of course that these are accounts at _____ ear but _____ end of the month but _____ is when we do our payroll which is typically a oh a good $240,000 _____ so we're on kind of _____. Our LOC which we pay monthly on we can use to kind of get a _____ down a little bit. We had another LOC that was taken out for $200,000 which _____ as well whatever that is _____ each month and so _____ there's an LOC 2 for 200 so this one's gonna be

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	_____ monthly but obviously _____ but we're getting _____. So _____ talk about but overall a very very very good month. So March is the breath of air that we needed _____ every year it's always been _____. So _____ reason for that as well _____ so Dr. _____ January and February, January you generally by February you start kind of _____ a little bit _____ so _____ from insurance _____ patients. So _____ this is the quarterly report.
Female	Inaudible -- make some more copies since
Female	She was _____ I emailed _____
Female	Okay.
Female	My _____ here
Puchalski	Okay so January generally speaking a lack buster month _____ at 800 you're looking at _____ revenues were _____. _____
Dyce	_____ email
Puchalski	_____ email.
Dyce	Na I just got an email I need to return.
Puchalski	Okay no problem. Let's do it so _____ 673 for January. If you look in the blue box what we've done is we tried to go ahead and make those based on what our budget is so the budget income was 706 and so it's actually _____. So we were 80% -- 6% of what we budgeted based on last year's numbers. You combine of course _____. So we were kind of a little behind where we were. Also keep in mind January was a lack luster volume month it just was not we actually were very close to where what were last year with more personnel, more expenses. 94% _____ expenses, so we were able to stay under expenses as well in terms of budget expenses so that was good. So that was January. _____ payroll pretty steady through January, February, March. Let's go to the February blue box and just show the comparisons there. So February we're doing a little better in terms of percentages here. Now income wise we're above budget by 111 but expenses came up above that too. And a good amount of those expenses were the if you look through Lucas Construction on behalf of SCENT Land Holdings in the second group there of numbers that 134. So a significant amount of that. Remember this is just for _____ these are not the tax _____ so that's not really an expense. But in terms of cash flow it's something that's a liability and _____ loss in _____. So that's generally what happened _____. If you look down in March you see where we were in March actual income _____ 118 _____ month. Why is that _____ because we budgeted for March to be a slammed month. Because of _____ and so the budget is basically a percentage increase of what we had last year across the board based on increase _____. So that's _____ actual expenses pretty much _____ what we expected. _____ but notice the Lucas Construction on behalf of SCENT Land Holdings item in second big lock is 270. If you look at _____ March, you look under
????	Okay I see it
Puchalski	_____ distributions, _____ assets, loan payments and Lucas Construction 270. So in terms of cash flow the situation that's what's going on there. But for the expenses _____ still doing okay. We also had some other unexpectedly high legal expenses _____. [LOUD BUZZING]
Female	Inaudible
????	Other expenses 24 - 23,000

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Puchalski	Other expenses are generally the same amount every year these are the ones that are in the top ten list. So I guess _____ laundry can you speak more to that please.
Female	Laundry, office supplies, sometimes they're included. It's generally expenses $4,000 or less for the month.
????	Inaudible
Puchalski	_____ general _____
Female	Inaudible
Puchalski	_____ that's generally what 24 -- 23 25,000 so and the overall expenses are something _____. The difference if you notice where we got hit on expenses 189, 178 we're always in those high ones. If you look at March 288. Okay? It's a big jump. And that big jump is because of software, so we spent $37,000 on that software and then there's a retainer that we gave the law firm in preparation, and so, those two things kind of increased overall expenses for the month, ___ month _____.
Barbara	_____ audit _____
Puchalski	We had increase _____ on that, she just mentioned that we've had an increase of _____.
Barbara	Oh the difference in staffing model.
Puchalski	_____ if you have any questions, ___ Barbara's here _____ questions.
Man	_____ explain ____.
Female	Okay.
Man	_____.
Barbara	All the earlier months?
Man	February
Barbara	When I do this statement here, it is only SCENT in, the entire practice, I have to go back, this cash flow for the entire practice, which includes _____. And there are expenses and transfers and that is _____ it seems to most time be going to, go up, you know _____. But it's expenses for the other _____ are reimbursed to SCENT most of the time.
Puchalski	It's my understanding that credit cards are an issue there, right?
Barbara	Credit cards
Puchalski	Can you explain that for the group please just so they understand how that, how that would work? How would a credit card thing throw a wrench in.
Barbara	At the end of the month oftentimes there's a Wachovia account that the credit cards go into. And it's not actually transferred over to the individual accounts until after all this is settled. So there's a back and forth with that. And if you notice the cash change from February to March because we worked on year end stuff, _____ a lot of old checks that had never been, that were not going to ever be cashed, so we cleared things out at the bank.
Puchalski	We voided checks.
Barbara	$16,000.
Puchalski	Anyone else have questions?
Barbara	___ with the Wachovia account, _____ Hartsville? That's where they're doing their daily deposits and ____ daily deposits _____ the ____ office in Wachovia and then we transfer those. But recently we've eliminated those accounts and we're sending everything to First Palmetto, because it was taking too long to transfer that money.
Puchalski	Can we explain why it's necessary to have some sort of deposit _____ what does that mean _____ and Teresa and then why did that system come into be?
Barbara	With Wachovia?

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Puchalski	Where does the money come that those daily deposits, where did that come?
Barbara	That's from just the co-pay and .
Puchalski	The co-pays.
Barbara	Yeah
Puchalski	So basically the problem was that the system beforehand we have a safe here and everyone had to come back and bring it here. But there were issues with people not doing that.
Babara	Well, we were paying overtime and it wasn't getting, it wasn't daily so we couldn't balance it daily.
Man	about 2:00 or 3:00 a day or something?
Barbara	CJ takes care of .
Man	She the bank every day.
Barbara	And that is actually, she brings her after work. And the other thing the credit card could be very simple that CJ uses the credit card .
Man	numbers?
Dyce	email .
Female	CJ and then it's reimbursed .
Puchalski	submit these numbers, please, just so we have all of them?
Man	
Female	
Man	Do we call check, did we call checks in March?
Barbara	We call checks in March for February on here.
Puchalski	In March?
Man	it was in April.
Barbara	We can't get March though. First part of April.
Puchalski	Got them early in April.
Barbara	Okay. So, just seems like it was recent.
Puchalski	Okay report. Anything else for Ms. while she's .
Barbara	That was easy.
Puchalski	Thanks for coming.
Barbara	Alright. See ya'll.
Female	Thank you Barbara.
Puchalski	To all those beach bums that, welcome back. Give them heck for having too much of a tan, please.
Barbara	I will.
Puchalski	Being too relaxed.
Female	
Puchalski	He was. That's fair enough. Thank you very much Barbara, we appreciate it. We're going to go over .
Man	
Dyce	I'm good.
Female	
Dyce	See ya. Oh, does that what?
Female	
Dyce	Oh, take care this week.
Female	
Dyce	Oh, you're good. I guess it will all work out the way it's supposed to. Huh, oh yes, of course I've got an excuse.
Man	(whispering) 46680 revenues thousand .

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Dyce	(laughs) Really. Have a good night man. Tell Rebecca I said hi. _____ you want to check my phone now? _____. This is _____. See this is not going to end well. End of provider meeting, when I got kicked out to some session beyond executive session for April 20, 2010.

Land Holdings Mtg with Jamie with Capital Call

Recording	The ____ Conference Center. Please enter your pass code followed by the # sign
Jamie	8032559559
Recording	Please hold while your pass code is being verified. Thank you, your pass code has been accepted. Please wait for the tone, then say your name and press the # key.
Jamie	Jamie Dyce
Recording	At the tone, you will be the third caller in the conference. To meet or unmeet your line during the call, please press *6 at any time. Joining conference.
Jamie	Jamie Dyce. Hi everyone I'm here.
Teresa	Hey Jamie it's Teresa.
Jamie	Hey Teresa.
Roy	Jamie, this is Roy Laney. I represent Bob and Amy Petralski. I'm an attorney.
Jamie	Okay. I wasn't aware that my attorney could be present.
Roy	Well, if your attorney is not going to be present, then I'll, I think I'll just get off the call, just wait for everybody to get on and then excuse myself. If your attorney is not going to be present.
Jamie	Yeah. I wasn't even aware of the fact that we were allowed to have attorneys present.
Roy	Well, why don't we just let everybody on the call and then we'll handle that then.
Jamie	And in relation to that, I don't think that Ed should be present either as he's been acting as Bob and Amy's attorney as well.
Roy	Well, why don't you take that up when Ed gets here.
Recording	Joining conference
Amy	Amy Petralski. Hello?
Roy	Good morning Amy, this is Roy Laney and Jamie and Teresa are on the phone, and that's all so far, and --
Recording	Joining conference
Bob	Ed ____ and Bob Petralski.
Roy	Bob did you make it?
Bob	I did. Hey ya'll
Roy	Bob. This is Roy Laney and we've been on the line. And Jamie is on the line also and she informed me that her attorney would not be present for this call so -
Jamie	I wasn't aware that we were allowed to have attorneys, so I didn't even ask.
Bob	Well no, I actually prefer to keep it informal Jamie. Amy, if you would feel comfortable, I would recommend that Roy exit the call.
Amy	Sure.
Bob	Great. _____.
Roy	Okay. Alright. Thank you. Bye.
Ed	Okay. So who do we have on the call? Jamie I heard you.
Jamie	Yes, I'm here.
Bob	Amy are you there as well, right?
Amy	Yep, I am here.
Bob	Great. And who else do we have.
Teresa	_____ Teresa _____.
Bob	Teresa?
Teresa	I'm here.
Bob	Okay great, Teresa's there, and then of course Ed and I. And so is anyone else with

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	anybody else where they are. We just got to note.
Jamie	No.
Amy	Nope.
Bob	Okay. Alright _____ Fantastic, good. And uh, is anyone recording this call?
Jamie	No.
Amy	No.
Bob	Great. Alright, well lets it informal. First let me just tell you, for Amy and Jamie both of you guys, thanks so much for making yourselves available, and obviously _____ call because there is a crisis going on and you guys have busy schedules and I appreciate you making your time here on a Friday _____ talk about this _____. And I also want to acknowledge the awkwardness of this call given recent events. It's, really there's a lot going on here and one _____ and I really think that we ____ we've always used, Orville and I as liaisons for all of this stuff and I never intended us to necessarily have to formalize things and kind of go through this process, but at this point I think we just have to kind of make you guys, have to have you guys on the call here and we have to try to make some decisions today because the company the two of you guys own and that I manage is in a crisis.
Jamie	Bob before we go any further is Ed still on the call?
Ed	Yes.
Jamie	It just, I'm sorry, it makes me a little bit uncomfortable because I feel like he's acting as yours and Amy's attorney, and if we're going to just not have attorneys present, lets just do that all the way around, then.
Ed	Well, I think that I was engaged to represent the company and it, you know, I'm just here to make sure that if there's any questions about the process of the meeting, but I think it's up to ya'll and Bob, I think he, you know, you have a voice in that too.
Bob	Yeah, well, Jamie, I mean, I understand ____ point that ___ a little ___ brought up but Ed is the corporate counsel for _____ Land Holdings, and so insofar as we're going to go through some processes today, I feel comfortable with somebody who can kind of be familiar with the contract and go through that. I don't anticipate asking Ed to do anything with Paul bur reference, you know, be here as a resource. I do think that it's very reasonable if both you and Amy not have personal attorneys and I think that's a good way to kind of go along with it frankly.
Jamie	Okay.
Bob	But as far as Teresa and Ed go, Teresa is obviously someone I speak to a lot. Eddie someone that I speak to a lot. They're both resources. And we're talking about figures today, Teresa is here to be able to provide us with more detail on those figures. If you have questions or if I have questions or if in the process of this she needs to provide more info -
Jamie	No and in relationship to that though Bob, like, I'm sitting here in front of a speaker phone, like i have a piece of paper, like, it's a little bit difficult for this sort of meeting for me to be on the phone and I just feel like with 24 hours notice, like I was able to show up last week, granted I had both kids in call, in tow, but I was only 2 minutes late and we could have made this a face to face meeting. You know, I'm more than willing to bring the bag of toys and let the kids play if I don't have a babysitter and I just don't understand why this meeting had to happen like, with 18 hours notice, like, I got an email and I just would have preferred a different way about this.
Bob	Sure, sure. And that's the thing ____ and Jamie I think you'll feel, you certainly should have been getting information from the liaison and Orville as _____ certainly assured me that's been going on. And I know you got some emails about the closings and the --
Jamie	Yes. Yes. I was there. I was in Camden at 4:02. So I mean, I told you I would be there

	and I was. So I don't think it's been an issue with me not showing up really. You know?
Bob	No, well, ___ meeting, I don't want to rehash anything else. We've been getting emails from Orville that said that you and he would not be there. So perhaps there's an issue between you and _____ but we're here now, we're on the conference call. I'm sorry that we couldn't make this in person, but I have some figures and I want to share with you what's going on in more detail, as much detail as we need to. But I need to, we need to kind of make some decisions as a company because we are in dire straits. So let me share with both of you where we are on the current project, the 601 building. _____ the two of you own 50% of. And let me first go through just some general numbers that are kind of an update ____ kind of get updated as things go, but as you guys know the land is $325,000 is what the land was purchased for, and that's currently closed and in both of your names. And we make interest payments on that land, and then the building with construction loans kind of built in is projected to be somewhere in the 1.471 range. That is 1.47 area.
Jamie	And that was with all construction costs included?
Bob	Yeah, Jamie that's everything rolled in.
Jamie	Okay.
Bob	And of course, that's subject to change because there could be things that could change in the course of construction and whether the builder recognizes if something happens to somebody or _____ spent for something else.
Jamie	Okay so --
Bob	_____ but that's the amount.
Jamie	And that's pretty standard.
Bob	_____.
Jamie	That's pretty standard, right? Just to have a little slush in case there's extra building costs?
Bob	Well, there's _____ in there, and then there's some things that aren't expected, but generally speaking, you know, _____ in the exact same way -
Jamie	Sure, sure.
Bob	And it came out within the range. So I would hope that they came out in that range as well. We're getting pretty good at anticipating ____. So there's also, so the total loan amount out there is 1.796, is kind of what the projected is, and we should just kind of round it off because it's certainly subject to change. But 1.79 or so is what we're looking at. So. And that's going to be rolling in the interest payments for the land and the construction all into one. So we've got a, we've also go the amount of about $70,000 worth of architectural fees that were paid by ____ on behalf of SCENT Land Holdings. So ___ money that was loaned that we as a company owe SCENT back. And so the total figure on the project all said is in the range of about the mid 1.8 is what we're looking at.
Jamie	____ total 1.8. Okay.
Bob	And so the financing for this is actually very privileged, and we're very happy to _____ as you know. It's a rate that even the, the rate that we had in the Hartsfield building was 6.25 with an unheard of commercial amortization schedule of 30 years.
Jamie	6.2 ___ fixed for 30 years?
Bob	Pardon?
Jamie	I'm sorry, fixed for 30 years?
Bob	No, a 30 year amortization. ____ fixed rate.
Jamie	Okay. Sorry.
Bob	_____ -
Jamie	Okay. Got it.
Bob	So. And that's what 's at Hartsfield, as you recall, if you recall from the loan closing

	that's what we had there. This one as you saw from the documents that we sent, sent all these documents over to ya'll. But it's 5.95, so it's better than that. As you noted. And it's the same kind of a thing. 30 year amortization schedule, which is the most important part of this thing. And that's its 5 years fixed at that rate. And then we have a guarantee that we will be, that we'll have a loan. It's not guaranteed at that rate, but it's guaranteed. And the reason why that's important is that we certainly don't want to get into a situation where inflationary pressures hit five years from now and all of a sudden the markets freeze up as they have, we can't continue to finance. So it's just an option to go out and move forward with another loan. The other critical point to this that's going to hurt us environment is that there's no down payment. And so we've had no down payment. But we had to go ahead and ___ on this building ____. As you guys are aware. So that's kind of where we are. And the general principal, obviously, is that we're going to be getting to a point where the payment on the building that we have to make on the loan, are going to be smaller than the amount that we get from _____ in monthly payments to cover it. In a triple net lease environment.
Jamie	Can you explain that one more time, Bob. I'm sorry.
Bob	No problem. So, just like we have now in that current situation, is that there's a triple net lease. And so building in Hartsfield that the two of you own and _____ here our company currently ___ to pay a monthly payment to the bank and we go ahead and collect from _____ a monthly check based on fair market value that exceeds that amount.
Jamie	Okay. Collected that exceed – okay got it.
Bob	That make sense? So we always want to set this company up so that ideally we don't have to make any large down payments. And so that, and that we're able to go ahead and collect something in excess of what we have to pay.
Jamie	So you're saying that soon the amount that SCENT is paying the landholdings will not cover the amount that's due to the bank. Is that the situation we're worried about?
Bob	No, no, no, no.
Jamie	No
Bob	No. All I'm saying is we're setting it up just like it in Hartsfield now.
Jamie	Oh, okay. Sorry.
Bob	You have to make sure you structure the debt.
Jamie	Yes, of course.
Bob	____ on the check you lower from the sale market value for what you pay for rent.
Jamie	Okay.
Bob	And so we've leveraged our business relationships and personal relationships in such a fashion to get very favorable debt structure so that there is no down payment and that the rates that we have to pay the bank are less than what we're going to get ___ SCENT in rent.
Jamie	Okay. That makes sense.
Bob	Does that make sense?
Jamie	Yes. Uh huh.
Bob	So that's the important thing. Okay. So, and we estimate, based on appraisal _____ that that will definitely be the case on the new building it is on the current existing building. So here's where we are on the building. We got one point, we got about 55% of the building is complete at this point.
Jamie	And that's the construction, not 55% of the payment, right?
Bob	Well, it's based on payment but you know, it's a standardized type process which comes up with an estimate of where it is.
Jamie	Okay.
Bob	____ the general process on how this works is that invoices are coming in daily for work

	that has been completed some time ago.
Jamie	Okay.
Bob	And so, even though as you're aware we stopped construction, we stopped construction _____ there were things that were mid-project or that were already completed but not invoiced that are coming in.
Jamie	Okay.
Bob	And so that's, and I'll share with you what these numbers are as of what we have not, recognizing that there's subject to change because you know, the person who's finishing, you know, whatever project he was doing, may not ____ invoice until he's done with that portion of what he does, and then we get an invoice two days from now for work that's already been completed. But what we have asked is to collect these invoices. And so as of March 1, the invoice we received as $802,000 completed work. And as of an email of March 10 we are looking at $872, almost $873,000.
Jamie	873
Bob	Is that right Teresa?
Teresa	That's right because that should include _____ architectural fee.
Jamie	Okay. So includes architectural fees.
Teresa	That's not actually on our building documents.
Bob	I don't know if that _____ but fair enough.
Jamie	So that includes architectural fees and all unpaid current debts, right?
Bob	I actually believe that that doesn't include architectural fees. I think that is the difference between March 1 and March 10 from invoices but we can certainly clarify that down the road. My suspicion is that that $872 is based on just what Charlie has. Is that what we owe Charlie, Teresa, or is that, did he include somehow the architectural portion, which has already been paid?
Teresa	Uh, I don't have the March 10 invoice but if I'm just looking at this invoice, the total earned is the $802. So that means what we, that's his total balance. $802,906 as of March 1.
Bob	As of March 1.
Teresa	Yep. And then is just --
Bob	_____ paid _____ architectural fees are even paid through SCENT. So I don't think that that reflects anything for architectural fees but I might be wrong. _____. So these are, these are much less _____ is $802, the last email me had is $872 and this is the breakdown so far. We have received a loan from SCENT's general account for $334,756.
Jamie	$334,756? Okay.
Bob	____ and we have received a loan from the SCENT line of credit for $202,000, almost $203,000. That's a loan from SCENT to us.
Jamie	Okay.
Bob	And we've paid that. And then there's the issue of, as Teresa articulated, of the $70,000 in architectural fees. And also there's a loan to SCENT Landholdings from SCENT and that's a line of credit.
Jamie	And that was also a line of credit loan. Okay. Credit, and that was $70,000.
Bob	Yeah, so the total amount is somewhere in the $600,000 range for the amount of money loaned from SCENT to SCENT Landholdings, some of it being through _____ SCENT has acquired itself.
Jamie	Okay. So SCENT has acquired more debt because of these loans?
Bob	SCENT has a line of credit.
Jamie	Oh, okay, got it.
Bob	_____ line of credit. And so the line of credit has been used in order to provide a

	loan to us.
Jamie	Okay. Got it.
Bob	So _____.
Teresa	Sorry. We did actually pay the 334 out of this SCENT account.
Bob	Right. So 334 was not through a line of credit and that's the 272 or 273 was from a line of credit. Right.
Jamie	Okay. Got it.
Bob	So it's 600. _____ that's the updated figures, recognizing that these have gone up even since the last time we gave you figures a week ago. _____ going up. So.
Jamie	Bob, Bob. Just to make sure that I'm writing this all down right. The amounts that you just listed, those three amounts, are the preface to that $873,000 number? Like we've paid all those things and there's still $873,000 due.
Bob	_____
Jamie	No? Okay.
Bob	So there's the way to think about it, let me try this. If there's, if we know that the building is 147, 1.47.
Jamie	Okay.
Bob	872 of it is due, cause 872 of it has been completed.
Jamie	Okay. Got it. Got it.
Bob.	So that's kind of where we are.
Jamie	Alright. That's the amount due. Okay.
Bob	Right. And so what's happening now is that we now have somewhere in the range of, as of an email on the 10th, of $335,000 that we owe as a corporation to the builder. Charlie Gibson. So -
Jamie	Okay. So that's the amount that's due after the loan from the general account, the loan from the line of credit and the smaller loan from the line of credit.
Bob	That's what's due now.
Jamie	Okay. Got it.
Bob	That's what Charlie hasn't been paid for.
Jamie	Okay. So like 873 minus 334, minus 203, minus 70 equals 335.
Bob	Right. And all this is subject to change as I mentioned earlier.
Jamie	Yeah, of course, sorry. Yeah.
Bob	So, if not, I mean, it fluctuates. But that is the most recent data that we have and so a little higher than we had before, but it's _____. That's kind of where we are.
Jamie	Okay.
Bob	And uh so we're at a place where the construction has completely stopped, we've had you know, these four closings and we're fine and we've scheduled those, but the issue is now that we have borrowed all that we can borrow as a company. We have not been able to effectively close and as you know, we have this mechanic's lien now. And so the builder has put a mechanic's lien -
Jamie	What does that mean?
Bob	Uh, well, I think, you know, we have corporate counsel and if it's okay, he can articulate it much better than I. Ed would you mind just giving us a brief --
Jamie	Yeah, because I understand the word lien, but I don't understand what the word mechanic's lien means.
Ed	Well, when the builder is investing his money into a construction project and he's not paid, he has a legal right to go file a lien in the county records, and it's the same records where you file mortgages and deeds and other, and that's to put the world on notice that he has a claim against the property for an unpaid debt. And he has a priority over

	anybody else that wants to put a lien on that property. So a bank's not going to loan money on it unless that mechanic's lien is released. You're not going to be able to do anything with the property or anybody's going to want to put a mortgage on it.
Jamie	Sure, Sure. Understood what the, I just didn't understand what the specifics of mechanic's. That just means the contractor is liening, then, right?
Ed	Correct. Correct.
Jamie	Okay got it. Thank you.
Bob	_____ verification I didn't realize _____ I didn't realize the significance of the word mechanic's either, but _____ its the same. Okay. So moving forward here. So Charlie has obviously, you know, we _____ relationship with when he first started, he built our first building for us. And so he's been doing this _____ our relationship and moving forward because the tenants that we have to put in our building _____ has a lease that expires in June and so the hope was that this would be in line to be complete then for our tenants. What's also happened in addition to the lien is that the subcontractors obviously aren't getting paid to the tune of ___35,000 and they are in a negative cash flow situation. So we're getting emails that we've shared with you guys that, subcontractors who do the service first, they are a deferred service industry, deferred payment service industry, obviously, so they're doing the work first, and then afterwards they're going to go ahead and receive payment so they're _____ that they have are currently in our building. They are in our company's building. And so, and most of these subs are local. And they have families that interact with all the locally and whether you go into restaurants or going to medical practices, even SCENT. But what we're having now is that we've severely eroded our relationship with the bank who's given us these very privileged terms, the builder, who is now building our second building here for us and gone and really worked aggressively on a schedule to try to meet the tenant's expectations. And with the subcontractors who are obviously recognized that there's something going on _____.
Jamie	Okay.
Bob	And we've gotta ask and so what I have is I'd like to propose to the two of you guys a few motions that can kind of get us moving through this and try to see if we can get this resolved. The first notion is that I'd suggest that the two of you approve a two stage capital call. And the first one would be for a payment of the amount that we owe currently to Charlie, and that's in the amount of this $335 here just rounding up I would say 170. For each of you. And then that capital call be due immediately. And then the balance on what we have out there irrespective of what we owe SCENT, is about $922. And just rounding that I would recommend that we, that you approve a second stage capital call due April 19 for $465,000.
Jamie	465.
Bob	And then the caveat that I would recommend that you all approve is that if we have any kind of a closing that does occur, and we can get that done, _____ any closing money proceeds to toward paying whatever we owe SCENT, obviously since we borrowed money from them. Any other sources that we borrow from and then anything to the two of you for any capital calls that you've made. So, capital contributions that you've made. So if by way of example, after, and this would be capital call ____ suggestion would be not today, but in a reasonable period of time you guys go to the bank, talk to folks and see what you can do to get this money, but that you guys can come up with 170, if after that we close, then the proceeds from the money that comes from the bank goes to paying off SCENT and goes to paying back the 170 a piece that you guys put forth as that. And that would still leave the 70,000 architectural fee, and, as well as all the other money owed SCENT. But I would ask, I would go ahead and make that caveat. But that's what

	I would recommend that the two of you guys do, so that you approve this two stage ___ capital call. Any thoughts?
Amy	I move, I'd like to move that we, I guess initially move in that direction and make a first stage capital call for what we owe to the builders, yeah.
Bob	Okay. Okay. So let's go ahead and vote on that, and Jamie you agree with that?
Jamie	Bob I just, I just don't feel comfortable voting on anything right now. I'm sitting here with all my scribbles and can we, can we vote tomorrow?
Bob	Yeah. We need to take care of the issues at hand, Jamie, and I don't want to get into any history, but this is not at all something that is just coming up now, this has been going on for a matter of months, and every attempt to try to do this in different ways has failed. My strong recommendation to you as a manager of this company is that you guys need to institute this capital call. _____ as you are in a crisis mode and there are good people that have done good work for the two of you. And we promised that payment would be there. And that _____ you know, you certainly can, we can _____ called because we need to move forward, so, and of course you can vote in any manner you wish, but I'm going to have to _____, so which way would you vote?
Jamie	It makes me feel so terrible that everyone is holding on this, but I feel like I cannot vote right now. So I vote no.
Bob	Okay. So we have Amy as the founding member, you have an opportunity to break a tie, it appears that we have a tie on the motion before us is a two stage capital call, the first one --
Jamie	Bob, even with me as a, I'm not voting, do we still have the ability to make a decision on this?
Bob	Jamie _____ I can just kind of go through this. So the motion at hand that is the first capital call _____ for $170,000 _____ bank and get this moving and we can get going, and the second capital call would be for April 19, it would be for $465,000. And so a tie vote _____ tiebreaking vote.
Jamie	Bob, I'm not going to vote on this now.
Bob	And you, Jamie you already know we have a tie, now Amy would you like to vote to break the tie?
Jamie	I did not vote. I don't want to vote on this now.
Amy	In favor of the capital call.
Bob	Thank you very much.
Amy	_____ and pay these people. _____
Bob	_____. The next motion that I'd like to bring up and the next recommendation that I have is ____is that we as a company approve seeking loans from SCENT or any other source that we can ____ security agreements or pledges to secure payment to try to pay things off as we're trying to get money for the capital call. _____ permanent _____ So I would ask that you approve a motion so that we can look for any ways that we can to get money.
Jamie	But you're saying that we're individual responsible for the money so why do we --
Bob	_____ we acting as a _____, Jamie and right now the two of you guys are the members and we're trying to get these folks paid. And so recognizing that it's going to talk a little while for the two of you guys to come up with this money, my recommendation to the both of you is that we continue to look for ways to get more loan money. Whether that be from SCENT or from any other source so that these things can get paid in a timely fashion and that our reputation don't continue to erode and that you know, these other things like mechanics liens and other things _____ for the people _____. So this motion that I recommend for you guys is that we just continue to look for ways to engage anyone else. Primarily SCENT, but anyone else to try to get money in, that we can go ahead and

	pay our debts, because we are in severe debt. Uh, and so, I would ask that you guys make a motion in favor of its. Would either of you want to make a motion for that?
Amy	I move that we look for alternate funding and loan sources in the interim.
Jamie	I don't feel comfortable voting on this now.
Bob	Okay, then _____ so moving to a vote on motion number 2 then. Amy my sense is that you ____
Amy	I vote in favor of it.
Bob	___ favor ____. And Jamie, I sense that are you voting against it or abstaining?
Jamie	I'm abstaining.
Bob	Okay.
Jamie	I'm not voting. I'm not voting on this.
Bob	Okay. And then so moving forward then. The, just for completeness sake and in the event of a tie here, Amy, can I ask would you cast the tiebreaking vote if there was, this was tie?
Amy	Yes, I would vote in favor of the motion.
Bob	Okay. Motion number 3 and ____ the last one. And what I recommend that you guys do is that the two of you guys authorize me to send an email to the contractor, Charlie ____, the fellow we owe this money to, and just let him know that we intend to have sufficient resources either through permanent financing or through capital contribution ___ approximately 6 weeks that by one way or the other, we'll do something so that we can give him some sort of assurance that we have a plan to get him the money to complete this project. And in the meantime, we continue, that we're going to continue to seek assistance from SCENT with short term loans, from other sources with short term loans, to keep the project moving. So would either of you like to make that motion?
Amy	I motion to give you ____ to process an email to Charlie on my behalf.
Bob	Jamie, how would you vote _____ that?
Jamie	I am not going to vote on this right now.
Bob	And in the event of a tie, Amy would you also _____ forward with that?
Amy	Yes.
Bob	Alright, we will go ahead and do that _____. And I think at this point we'll go ahead and adjourn, unless there are other questions from either of you about this crisis. Are there questions from either of you?
Amy	I guess just to clarify the 170,000, for each of us? That we are going to ____ specific timeframe?
Bob	You know the capital call _____ I think the contract allows us a certain period of time ____ you guys a certain period of time in order in which to go ahead and provide this. I think it would be unreasonable to come up with that money today. But I think that in the course of the next _____ I know you're on spring break so you're going to be away, and so perhaps in the course of a week or ten days I think would be a reasonable period of time that we try to secure that 170,000 and that we _____ checks. I'm sure legally – I think the check should be made up to _____ land holdings or directly to the _____.
Ed	____ land holdings. Directly to the company.
Bob	Directly to the company. If you guys could just _____ I guess a cashier's check of some sort or a wire transfer and Teresa, can you provide wire transfer information for the account _____email.
Teresa	Uh huh.
Bob	Okay. Okay. _____ that was good. I wanted to end it on a personal note. _____ had a call like this and if not we'd be in ____ dire straits and it's my sincere regret that as a company we've come to this point and that we have not be able to keep

	our promises and our assurances to our folks. But I'm equally satisfied that we have a plan at least to tackle these issues and it's my sincere hope that we work something out, that things work out well so that these folks get paid well and we make good on our debt. But thank you very much for your time, both of you, and I also thank you Ed and thank you Teresa.
Ed	Thank you.
Jamie	There's your notes.
Man	I'm sorry .

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Man	[inaudible] period. _____ impression _____ bold period unbold. _____ abnormalities identified period. And then recommendations say consider Steve _____ Eugene [inaudible] consider upper _____ issues [inaudible] _____ comma _____ mother _____. Next _____ consider a _____ MPSG in the future to further ascertain _____ Steve _____ period. _____. _____ appreciate it.
Man 2	I will.
Man	_____
Man 2	Ah yeah. Yeah my _____ come in to do a shorter _____ but he's fine he'll be back up.
Man	_____
Man 2	No he was -- he had the PEs -- I mean he had to have the DVTs but he was actually fine. It's just that his NG2 was in the wrong place, but I did _____ so he's doing fine, we're going to take it out tomorrow.
Man	I _____ trying to figure out _____ back _____ figure out that it was 7 to $6,000 _____ put in over time _____. _____ crazy, it doesn't make sense, got to figure out something else is up and some sort of a compromise on separating _____ contract but _____ that there's something that I can't get over and I don't think you can get over it the other way. We've got to talk about other possibilities otherwise it's going to continue to delay us and it's not worth our friendship it's not worth anything else. But down the road we have this impasse _____ contract negotiations and then the shareholders contract _____ there is a feeling as though I am trapped in my own practice or enslaved in my own practice. It is certainly no the responsibility that I am after. _____ responsibility that I have _____ just doesn't seem to be outside of the car which I absolutely acknowledge _____ in your words which I absolutely acknowledge there is a very _____ comment that resonates in my head no matter what over and over I can't look at my children knowing that they don't have as good _____ as yours. That resonates over and over and over. And so even if we got through _____ we're still going to have the whole _____ bonus or anything else that comes up in the Scent contract and it's going to have -- we we're going to have issues with _____ as well, don't you agree? _____ and I've asked you before and _____ ask

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	know. I don't see do you see yourself ever coming to terms with the fact that there is any kind of a difference between you and I?
Man 2	Um well first off I already think there is difference between you and I.
Man	That's fine.
Man 2	So anymore of a difference between you and I as it stands now I just can't -- it would be very difficult for me to accept that, yes.
Man	And so what would you propose we do to try to work through this? Because I've been getting is a lot of lot of thought this past weekend and quite frankly it's been going on for months and I'm becoming frustrated. I'm becoming frustrated with you, I am someone who is able to maintain composure in every scenario but I haven't been able to maintain with this. It's leaking over to -- it's leaking over to family life. It has to end - it's just how it's gonna end, but it has to stop. Now how would you propose
Man 2	I have a question for you. Do you think I was happy with the contract last week?
Man	I don't know.
Man 2	Here's w_____
Man	_____contract. It doesn't help looking back.
Man 2	Well it does it does if you kind of realize where I'm coming from. When we negotiated the contract that you and I agreed upon the first time with the lawyer, I was okay with that, you weren't. You signed a contract last year which I was not okay with okay? What I didn't want to do is I didn't want to turn it into a legal battle, I didn't want to get lawyers involved, I didn't want to sit here and play hard ball, I didn't want to do any of that. Um I was really unhappy with that contract. You know you talk about you talk about huh
Man	My intentions _____ about that.
Man 2	I know. We talked about you know --
Man	_____.
Man 2	The one thing that you had mentioned that hit me and hit me really solidly was when you left on I forgot what day it was. I forgot what we had talked about but you said one way, you know I don't want – one way you're going to be unhappy or I'm going to be unhappy. And it hit me when you said – it was kind of a parting word. It wasn't like a jab or a shot or a threat. I wasn't any of that. But it kind of sat with me a little bit and the more I thought about it, to sign that contract it never ever sat well with me last year. And then to come again and sign another contract that's even in my mind worse than the last

	year's contract, it hurts me a lot more and it means even more. And I just feel like this is never going to end. I feel like every time we're up to renegotiate a contract or up for someone else coming on board, there's going to be something, some little extra that's taken away. Or some little more than ____ in some way or another that's going to be meted out in this contract. And I feel that's where we are. I absolutely 100 think this is where we are. And I think it's – you know I don't know, I have no idea why _____ -- I don't have a proposal. You know my proposal is to live with the current contract as it is.
Man	Is that where _____. What would you propose as the way to do business.
Man 2	That would be the only thing. I mean I'm already uneasy with the contract as it is. To change it to make me more uneasy – I don't see how I could go forward doing that.
Man	Well I understand that. And listen, I'm just asking at this point – I'm through trying to get into I am – I'm through with doing it. I can save time. You can argue your point on your end. I'm going to argue _____. You argue your point very effectively and I think I understand my point very effectively. It's not going to happen. You know this has been going on for 8 months. I was driving to Stephanie's predicting some of this when I was driving to Stephanie's you know funeral – talking to you about this. I mean this has been a long, long long-term issue. If we can't come to terms with that, then you're not going to. And if I can't come to terms with it, then I'm not going to go through that. I'm not going to either. If that's just ___ to happen and so what can we do from here. What options can we look at. I've given it a lot of thought over the weekend and some that we ought to at least consider because it's going to be – here we are and this – and whatever we need to do we need to ____ our friendship, do things amicably, do things without lawyers, and make it good for both our families. So we have to – but we owe this to the practice. We owe it to ____ to have all this stuff come down now. It's not good to go through this and I've been thinking, you know I have several frustrations but I told myself that I – I spoke to Amy about everything and I said you know, here are my frustrations. Let's sit down and put them in order and I even made the comment during that conversation, you know something must be wrong with me because I am clearly at odds with everybody on this. But it's gotten _____. I made that comment _____. One of the largest of my frustrations – you know from that first contract meeting was really not so much the items but just that one _____. _____ is some that _____. I remember the comment that I made apparently to you about – how much thought that you have about is this wasn't fair to begin with and it's only getting worse and it's going to keep on going. But is it going to work for you? And it's going to continue. It's going to prevent us from getting to the contract completely. And it's going to be a problem down the road too. It's always going to be an issue. It'll always be there. It's completely _____.

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	_____. You told me four years ago now _____ stays so low you know. _____. _____ on this.
Man 2	I don't know how. _____. I guess we could go on from here. I don't know how. Even now I always prefer _____ to you on a lot of things. Probably 90% of things having to do with _____. I don't know how though _____ unpredictable that everyone had just signed on to them. That's not – I mean the issue that _____.
Man	When Elaine and I had talked and I said just kind of said you know – it basically was talk of why are you so different? What's going on? And we had that big discussion about all the frustrations that I had. She knew this was practice _____ and then we started talking about just general things you know. This is where we are now. Where are we going to be in 7 more years? Where are we going to be in 14 years? What's going on where things had gotten better. And there's a couple of things that she's absolutely right about. But first off is I might have administrative days but when I said that I kind of talked about them she said oh, what do you say about that you know? What do you say about this extra stuff that you do and all the other things _____ and I said I haven't finished _____. That's what ___ have to be there. And that kind of – was kind of the quid pro quo for that and she said _____. _____ you don't either. And said I'm preaching to the choir a little bit from the administrative standpoint. I don't have that. You know what's the key thing that came about – the key soul search that we had this weekend and that we had started Wednesday actually _____ was what things are better now than in 2004? So that was our discussion. What things are better now than in 2004? Without going into any details, I didn't predict this. I didn't predict this from me. I don't predict this. I didn't see this from me. I was – I was wrong on some things. I was completely wrong on some things. Mostly because I couldn't predict my own behavior. And all of this boils down mostly I couldn't predict my own behavior and I'm _____ for that. I'm the only one like that. But I procreated my own behavior and I had this ambition and pride that I wanted to go ahead and make it and that I still have. And make it as good as possible. And then I had this thought that doing that would pay off in the quality of life. And I was wrong. It's not there – anyway I cut it. It's not there. And so I've got to figure out some way _____. _____ difference between us is this vacation this whole weekend. But work on the weekend, my own choice. My own choice. No one's forcing me to do anything. You're not forcing me to do anything. I'm not saying anyone's forcing me to do anything. No one forces me – anybody forces me to do anything. There might be a couple of things that someone drops on me but I can still put them off. I can always put things off. And vacation, which quite frankly I will work on again for in particularly this year feeling guilty on having taken it and that's been pointed out to me several times. You know. And so _____ we can't _____ correct this so we've got

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	to come up with a simple _____. Just go right back to our friendship. _____ and make this work.
Man 2	Here – here's what I think. I think – I remember when you called me. I don't know if you remember the conversation when you called me before I joined Bob Bushay(?) and you were talking about how busy things were and how you were looking for someone and what you needed and you know just the kind of things you were going through. I remember those conversations pretty – I don't remember a lot. I remember spots of things. And I remember some of the things you said – I'm not going through all of them but I remember just thinking wow, that guy's just working like a mad man. I just got the sense you were working like a mad man. As you mentioned, if you take – you know you could get 5% or whatever it is of whatever profits or whatever your formula is, you could get 4 extra administrative days, I would look at you and say you're still working like a mad man because you would fill it up with something else. You'd be more involved in the AMA. You'd probably try to start some consulting business. You'd probably – obviously continue to work here. You'd always do something. And you always – and I feel like we're being asked to go an extra step and say because you're working like a mad man, we need to do more to pay you for working more than you know than you think you should or more than anything else. The fact of the matter is you know whenever I've ever been asked to say something, to do something, I've always stepped up to the plate with it. Sometimes probably too much because I couldn't in all good conscience take care of it in one way or another. You know I don't know about Chad. I'm not even going to talk about him. But just for me. You know of course, when I tried it – when I'd get home I'd try to get home that 30 minutes before the kids go to sleep so I can at least see them or I can read a book to them or something. I do try to do that. And on my weekends, I do letters and I'll disappear for a while. And I'll try to review my studies but I don't do the things you do. I don't say okay, I'm going to become more involved in the AMA now that I have more time. I don't say you know – and it's a personal choice. And I feel like in a way I don't want to be penalized for it. Or you be getting reimbursed for it. And I just don't think that's right.
Man	I agree. I agree that you have good points. We have to come to a solution _____.
Man 2	But you know we sort of did. You said well what about giving me more time. And I said yeah, I'd think about it. And you know I said yeah. You know but that wasn't enough. You still wanted more – you know you've gone back. You've forgotten that and now you've gone back to the other things --
Man	This soul search is not going to matter. Listen kid, I'm going to tell you. You're right. I have to come to terms with my personality. I have to come to terms with my work ethic. I'm not happy unless I'm doing that. I kind of realize that over the course of the last couple of years. But I didn't realize that when I was putting the other plan to practice. And you might say well it

	doesn't make any sense --
Man 2	No. I mean --
Man	I – I fucked it up. I fucked it up and now I'm going to pay the price for it. And that's okay. But just because I made a mistake doesn't mean I have to live it. You know what I'm saying. I mean that's a good point you know.
Man 2	But why couldn't you just say okay, I'm going to put that off. This weekend with the kids, screw feeling guilty. Just the kids, me, the kids and you know I don't like you ask me to – I just don't see --
Man	Counseling for workaholics I mean --
Man 2	No. I mean it's not – it's a great trait to have particularly if you have the energy for it. You know, I've got to tell you like – uh I'm not going to say I'm not going to live it. But there are a lot of things that you know I try to be Johnny on the spot at home when I go home. You know I – like last night the kids were up a lot, guess who was up with them. It wasn't Jamie. It was me 'cause she was getting run ragged you know. You know I felt show up 6:00 o'clock or whatever time in the morning this morning. You know there was a _____ run over to _____ everything you know. We had a meeting I realize that but we talked 'cause this was the only day we could do it because I'm going out of town on Wednesday or Thurs—whatever day it is. And Wednesday is the Providence ____ thing. I'm going to be working there late. Monday was the Labor Day which is the one day – so you know so I'll just go _____ you know. But it doesn't bother me you know. I'll still make the effort and I'm not going to ask for accolades or anything for that. But I feel like you know at the same time I don't think anything should be given to me. I mean it's what you should do as a normal human being.
Man	Let me say this then. Perhaps my frustration has been rooted in a lot of things, some of which have been my own fault. They haven't been your fault. And you have been – I couldn't have asked for a better partner. Going through the issue with Glasstein, going through all of this, I couldn't have asked for more support, granted I may have come up with the ideas but they'd have been worthless without your concerted effort. _____ I mean _____. _____ and you just – you're very dependable. You're very dependable. I couldn't have asked for – if I had to say equality of somebody that you know just took all the characteristics of somebody that would be a perfect right hand person to go through the building of a $10 million practice in the seven years, I couldn't think of anybody better. I'm serious. Right now if you were to tell me I want you to go to North Carolina and I want you to set up a practice, tell me what you need. But I want this thing to be as big and as good as it can be in a short period of time. There's nobody else that I would choose. You have your strengths. You have your weaknesses. But we match. They match. And no one can deny that. You're not a very organized individual. I'm obsessively organized individual. Those match. You can say all you want but they do.

	You know you're hardworking. I'm hardworking. We both _____. There's no question about that. And so things go through. And you're incredibly – you're very – you're _____ team player, that's where it is. We come to some issues that we have issues about. They've always been conquered issues or a call issue that you and I had once. You know we had a big old fight about a holiday call _____ but it's all based on the same premise of equality. It's what it's based on. It runs strong with you. I'm not saying it's wrong. I'm saying it's human nature and it's there. I'm not saying it doesn't need to be there. I'm saying it's totally appropriate to be there.
Man 2	Do you remember all the discussions about socialism? You're going to run the practice socialist? Do you remember that? Do you remember using those words?
Man	I completely, I don't remember the words. I can tell that _____. I remember making the comment several times to numerous people that you know this practice is going to be so _____ that I don't see anybody worrying about $100,000 difference here or there. I made that comment numerous times. The fact of the matter is that it is. It's written regardless. I, and even me, although _____ anything, when I was burning way more than anybody _____. It was there. I didn't make mention of the fact, but it was there. _____ If I take more time off, that's not going to fix the problem. It's just going to make the discrepancy worse. If I keep all the sleep studies to go ahead and make it, you know, more closely in line, it's still going to be there. Those things are going to be there.
Man 2	I mean, that, I don't know what to say. The only – My two big issues are the two that I told you about. Well, there' a couple of others that _____ two that I told you about.
Man	I don't think the bonus is going to help, I think _____. I think what's wrong, I was force to think that a bonus, even though it was nominal, was going to get me to a point where the extra effort and everything else, you know, all of a sudden I was suddenly say, you know that's one thing, even if you did that, you added time on and I had forced myself to go ahead and have, you know, a day, a half a day with the kids or something, I just, it's not going to, it's not going to get there. It's not going to get there. What's going to happen for me is it's going to continue to brew. It's going to keep smouldering and the people that are suffering are Amy and the kids. They are the ones that are suffering. And I've got to do something. I've got to do something about it. I think ____ that they sense, it's a _____. It works out well.
Man 2	Does it involved a differential distribution of finances?
Man	No. I'm suggesting something even different than that. I think we've got to think out of the box and think of ways where you know, part of you, there's a part of you that feels _____ about this that, you know, I wanted this to be even all the way, and we're going to come here and _____ practice I

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	wouldn't, you know, have that. _____ is that something you would like to do? If you ran your own gig, would that be something that you'd like to do?
Man 2	I didn't want to run my own gig. That's why I started a practice.
Man	If _____ you and see that being something where – I don't think the answer for me is to grow bigger. I don't think that's going to help me at this point in my life. I think that blind ambition, that's not going to help.
Man 2	Are you firing me?
Man	No. Why would I fire you?
Man 2	Well you just said do you want to open your own practice. I don't know.
Man	I'm talking to you as, I'm talking to you as a friend, as, you know, what can we, is there something that we can do that we can do – I mean think about all the options. Think of our options that we can kind of do that would make things work out so that this issue went away and I had something, or I wasn't in this scenario. You know what I'm saying? I'm not suggesting firing you. I can't fire you. Legally there is probably a way, but I'm not suggesting that at all. _____ looking into that. I'm talking about just different options. Can we think of some ways where --
Man 2	You obviously have something in mind and I'm not going where you're going with it. What do you have in mind?
Man	I don't. I want to know what --
Man 2	Like, I don't, I just, here's the thing --
Man	_____ validation of my though process is what I'm looking for.
Man 2	Here's the thing. I don't know, and this is kind of what Brooks Banner says to me, I don't know that I can make you happy. Oh that's what I said to Brooks.
Man	I'm going to honest with you, I don't know that you can either.
Man 2	You know, and I, and like I said, I think a couple, next year with Macey and something else, there's going to be something else down the line.
Man	I agree with you.
Man 2	Now I just don't, I just don't know that there's anything that I could give – I mean you could give the 5%, I guarantee you something else would come up down the line and this is – I don't know, I just feel like it's a never ending thing. I don't now what it is, I don't know, and maybe, maybe I was jaded when I came in or, I'll grant you that, maybe I was kind of going through blinders, okay. I just don't know. I'm at the point that I just don't know. I

	really don't know. I mean, if you could say, If you could say, this would make me happy, or that – at least, you know, whether or not I agree with it, or getting it for you, at there'd be something tangible there. But I just don't. I think you know, do you want to work part time and then you could pursue your other interests and you know, I don't know. I don't know what you want.
Man	I don't know either. I don't know. All I know is this can't work for me. What I thought was going to happen as we so very well put out to me by my wife is not what happened. I was wrong. For someone who had pretty much total control of his destiny. I wasn't able to do it. Well, sorry, I misprioritized my goals. And the goals were practice growth and success came first. That was the first thing over the last seven, actually eight years. Even fifth year residency. I mean --
Man 2	I remember.
Man:	_____ goal. ____ it only got fueled by, people did not want to _____ succeed. Other ENTs, allergists, whoever ___ did it. It just fueled it. It fueled that immigrant mentality. And so here I am, seven years later, and I succeeded at my primary objective, not recognizing that it wasn't the main picture. I have no, this plays out, I have more responsibility than I ever had before, I'll have less money, I'll have, you know, the same amount of evening activities but less calls. I'll have, I mean there's not a whole lot that's better. Because my underlying assumption was that either things would get distributed out, or I'd have this thing – I keep saying something's got to change. I know this. I've known this for years. But here we are now. It's not – and I don't think your bonus is going to help it. I don't think a bonus is the right thing. The bonus isn't the right thing based on what I do, but I don't think it's the solution. I think the bonus _____ will be _____ to go ahead. Well, I can't, particularly _____ I'm trapped. What if I did have to _____ the road.
Man 2:	What if you got more vacation time?
Man:	What's that going to _____.
Man 2:	I don't know. Just protected vacation. _____ no, no, no. listen, listen. No, no, no. but listen concede that you are going to work on vacation, but you just get more vacation time. Like, it was tough this summer when you were gone. I kind of realized that I was on Q2 and Q3 for different reasons, and the weekend, and it took a lot out of you, but I realized, you know what, I can do this for a short period of time. I don't know if I would want to do it for a long period, and maybe start even thinking about the 12 week thing. I'm like, wow, when you get 12 weeks off, this is going to be really tough. I mean we're going to have more people hopefully by then and some other things like _____

Man:	_____
Man 2:	Then how can you – do you think you're going through a mid-life crisis or something.
Man:	I don't know what I'm going through, but I'll tell you, if it didn't work, I miss it. I miss it. I miss it. I miss my goal. It's not about this.
Man 2:	Is your dad a workaholic?
Man:	Yeah. _____
Man 2:	Did he ever go through _____ I don't know. I mean I don't know. I'm a little bit afraid because I don't know, and seriously, I'm ____
Man:	First of all there is absolutely nothing at all. I'm just telling you that I've come to a realization here and there is a deep seeded frustration and feeling as though I am trapped and I'm going to get unintentionally used and burned out, more than what I've already done.
Man 2:	So why don't we....
Man:	There's now way out going forward, and the person who is fueling the train and puts more coal in the train is me. I make the train go. That's the killer part. It's not – nobody is forcing me to do anything. This is _____. I can see why you don't want pay me because _____. I can understand that. But there's no way for me to erase it. There's no way for me to get rid of it. And that empasse is _____. It's not something that you're going to be able to get to, and it's not something I'm going to be able to get to. And the same issue is going to be here for _____. He's got the same issues _____. I don't know about illness. He said his only issue was the _____. But it's got to be there. His comments are more like what do you – the vacation time, or _____ or anybody else or the staff, but tell me, oh yeah, he took the entire summer off, you know, in front of the staff. It's clear. _____ it's there. It's not going to go away. The only thing about getting more time _____ magnify that process. It's going to magnify that. That's all it's going to do. There's – I don't – what I'm hoping for is the _____ my though process through you because I've arrived at what I think is the problem. The problem is the bonus. The problem is the $50,000. It doesn't _____. I do have no issue with getting me some money, but I have an issue with him not _____. I don't have an issue with that. The $50,000 for me? Here. Here's your $50,000. I have no issue with that. I have no issue with _____ at any point in the practice. Give me a break. Well, I don't want to commit. _____. There are other things at play here. And I don't mean to be frustrated with you. The frustration I had last week, it was all the _____. And money is going to fix this. Money is not going to fix this. This is not a fixable thing with money. _____. You know, there's _____.

	_____ dollar. There's the prime at earning _____ the happiness we have _____ and the relation _____. And I don't know. The money isn't going to fix a thing. It's there as kind of a token to say okay, you know, you have this process _____, but that doesn't _____. If you compare back to what you were in 2004, you _____ money's not there. That's not the solution. The solution _____ money. You don't even and there's nothing _____. It's going to be _____. If I were to move away or do something else, I _____. What if I wanted to keep my country club membership or I want to keep my spring golf _____ in order to save money because I don't particularly golf there ever anyway. But someone's got to have it for practice, at some point, right? And so I used to go ahead and get that all through the practice and get pretaxed dollars, but now that the practice has grown, can't do that anymore. And so you get _____. There's all these other things that just aren't anticipated that just you didn't think about. _____ I'm growing and making it successful that I achieved that goal and didn't give it enough time to what that would mean. What does it mean to be a person that runs the largest practice in Columbia with your work ethic? I want to be _____. Have I thought about this?
Man 2:	You know what I always pictured you doing, and never told you? Uh, um, I always pictured you – I never, if you're like me, you get bored after about 5 years. I get bored after about 5 years. Med school was a perfect time. Cornell was a perfect time. Residency was a perfect time. You get bored and I worry about that here. 5 years practicing doing the same thing over and over again. And I'm always surprised that you who have a million things on the plate and never gets bored. And I was like, you know, he would do well if he ever started pure consulting business. Just starting up either ENT practices or any other kind of practice around the country, marketing them and saying this is what you can do. And that way you get your travel time, you're never in one place. I'm actually surprised you can live in one place at one time. I always pictured you doing that. No, I know, I know, I'm just saying. I was just saying. I was just saying. But I thought, if anything, it would almost be like you're not losing revenue, but you're starting from scratch every time, and you're kind of teaching people how to do things, and they always call you and you have this, kind of like a carrying zip code. You know, like you have this consulting group that kind of teaches people what ENT needs to be and where they need to go. You can even do up academic centers. I was like I don't know why he doesn't do that. I don't know why he doesn't do that, get more involved in the AMA. It would give him more time, he could do his sleep, he could still do anything else. You know, you just cut out calls. You know. If ah, you know, I just always pictured, I just never pictured you sitting here doing this. You know, every year, someone new comes on. You take a pay cut. You take, you're probably at ¼ or 1/3 of what you were making before, at least. You know. And I just, in my mind, early on, it was just hard for me to imagine you taking a, doing that, and I said, you know, everyone else who I've ever met who's been in a partnership situation, has always, always, always,

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	had a hard time giving up their baby. And I can see that. I said there's no way you're going to do it. Look, what if you have a gazillion babies they were all yours and you were just generating revenue from them? You know, just something. And it was far fetched thought. You know. And I always imagined you doing that. This, I never imagined you doing. You know running a practice minute to minute, day to day. You're involved from the front desk person who's actually, you're involved, you have your hand on that. Never. You know like, you're a big picture guy but you're also a detailed guy, which is almost a fault because then you will never get a break. You'll never, you'll always feel like you have to work, you have to look at every check is good looking at, I'll give you that. But like the stupid stuff that probably -
Man	_____ a lot of ___ I thought about that.
Man 2	Well you still know it though. Like the chance --
Man	_____ but I do not _____.
Man 2	No, but you tell people things are unacceptable. Like, you know, every bullshit issue that comes up over a P&E, you have your hands on it. Or you know about it. You know, if a physician is in the, you know, in the, saying something, just being mouthy. You know about it. If they're mean in the OR, you know about it. And you know about ___, and that's just like, you know, I just did not picture him doing that. Like knowing how you were. You were always, and it's not a derogatory term, you're always hustling. Like even in residency, you always had 20 different things going on. I was always just happy to get through the day and you had like 20 things going on. You know, and I'm like, how did that guy do it? And I just never pictured you in one practice, one place, one location. Particularly not, South Carolina is a great state, don't get me wrong, but I always pictured you doing something bigger and better than that. Uh, as great as the practice is. You know. Seven years down the line, I just do not picture you doing anything other than just being completely bored. And your at what now, when did you start the practice? 2002? Yeah. Seven years. I just do not, I just don't see it.
Man	_____
Man 2	No, I know it's not boredom, but it's just like antsy. Just like something else. Like you just gotta, well you're not bored because you got this new – the neat thing about you is you keep reinvent – it was like Kershaw ENT and Facial Plastics. Then allergy, then sleep medicine. You kind of always reinvented yourself. Well what happens when we run out of things to reinvent ourselves as as ENTs? So.
Man	I don't know. I've always thought that there was going to be some way that there was going to be some way that there's going to be something better down the road. And I am willing to sacrifice ambition for quality of life, but that's

	an easy --
Man 2	Work in the reverse. Work in the reverse and say well what if, screw the practice for a second, which I know you don't, it's kind of defamation ____ heresy to say that, but just say screw the practice, quality of life, what, cause Jamie and I talk about this all the time. We talk about our five year plan, our ten year plan, our fifteen, our twenty year plan and where we are. Like what would, like I just don't, and this is where I don't know, you know, you know maybe you and Amy can figure it out. Like what do you want to do? Like is this it? Is this, working this hard, finding that next new big thing, is that still going to give you the thrill _____ do you want to _____ and you take call from Kayla. We pick up those slack, and if something comes up you either come out – you do mostly sleep meds, you're not doing a lot of stuff where you need people coming in. Still on staff, still on salary, the same amount of everything. No cut in pay or anything like that, but you spend more time down there. I mean you seem to love it _____. I actually surprised at how much you like to spend time down there.
Man	_____ thought, I know you like to think that I'm going through a mid-life crisis and maybe that's what this is. But it's just not, I don't now what it is, there is the satisfaction --
Man 2	Does anything ever make you happy?
Man	Oh yeah. When I do something for the kids, that makes me really happy.
Man 2	Although with work -
Man	When I do something for Amy, that makes me super happy. When I do something for one of the guys coming through that I think is beneficial, that makes me happy. But not if they don't appreciate it. Then it makes me very sad. You know? Quite frankly. So _____ if there's something I did, you know, so if I did it for somebody and then later it just _____.
Man 2	Like it was never done?
Man	It just never, it never gets, it just gets forgotten. It's forgotten. I don't care what that is a token gesture or a dinner or a trip or, you know, I'm obviously talking right now about just these ____, but whether it be, anything, anything that I did.
Man 2	You can't use Dee though, I mean Dee --
Man	It's not there _____. What the motivator was you know, you're building something for everybody and everyone's really appreciative, then it's different. And I don't mean to say that you're not appreciative. I don't . but I'm saying that I understand where you're coming from but you can't get over hump and I can't get over my hump. And it's the same hump. The hump can't cut differently. In other words, there's no _____ I came to terms with this over

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	the weekend. There is no negotiation on that point. You try to negotiate that figure down and it's a slap in the face and it's just going to result in worse. You try to, you now, how else can you negotiate? You can't negotiate feelings. I can't say I need you to feel this way. There's no way. There's no way that I can do that. There's no way that I can do that for anybody else either. There's no way, but yet in my mind, there's always this perception and it's a unique and singular viewpoint that nobody else can appreciate because they haven't gone through it. But they're never going to appreciate the fact that you know, all these things that were spent and were done and all this effort that was done, you know, is benefitting all of us. I can't, I can't instill that feeling. There's nothing I can do. But at the core, that's the problem. _____ all I can do is try to do things that are nice, try to do things that are favorable, that are good. Try to _____ as much as possible and hope things _____. Even you have to admit that's just not the way things are coming out.
Man 2	It's not. I admit that.
Man	It's just not. But there's not an appreciation for that. In any other practice – it would have much more _____.
Man 2	I think the later you come on in the practice the less you realize what actually – and if, I tell you, if you hadn't told me what you were doing before and this came out in some of those conversations we had before I came on, I wouldn't have known. So it's easy to just come on after the fact and just say oh this is the way it always has been and you know, everyone kind of gets, everyone that comes in kind of is benefitting from it. And I, you know, I wasn't there so I didn't go through it, I don't know about it. But yeah, I do think the further you come along there is kind of a lack of appreciation for what was there before you. I do believe that. Unfortunately I do believe that. But I think, but at the same token, I think the more you try to mandate in a contract, the more resentment it harbors. And I spoke to Ed White about this when I, remember when I called Ed? Do you remember that? Yeah. And I spoke to him about that. I was like, you know, it's a, it wasn't, you know, I was like you know, a lot of the things in this contract actually end up probably, because he was talking about keeping the practice together, and I was like you know, and it wasn't said as a threat again, as I think, it actually is rubbing me the wrong way so much, I don't know about the other guys, but it's rubbing me so I can see it having just the complete opposite effect. You know, because I wanted him to tell you that not as a threat but as a like, look, have an outsider look at the contract and see what they really think. And you really see that it really does and now in retrospect I kind of realize what you were trying to do, but all it does is it makes everyone else feel like well you really didn't count in the beginning and you don't count now. You know that's what the contract basically said to people. You know. Whether or not that was the intention, or the contract.
Man	_____ we are what we are now.

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Man 2	What would you like to have happen? _____?
Man	I don't know. You know, months ago, I recognized myself that the spice of this practice isn't managing it. That's mundane. It takes my time and I'm good at it. But it's not the spice. There's plenty of time that I've spent signing checks, dealing with the high level employee issues, dealing with contracts. That's one thing. And I do it and I get some satisfaction of it, but it's not the spice. There's no difference to it.
Man 2	It can't be seeing patients because that's actually pretty boring.
Man	It ___just becomes base line _____. It's like a base line level of stress. It's not like there's no stress in it, it's a base line level of stress that's just there, it peaks and flows, one step forward, two steps back, three steps forward. That's what it does. That's what managing does. And there's flux. There's an audit or there's an insurance negotiation, or there's something else. That's that. But it's the growth. It's the first kick of the dollar. First kick of the dollar is what's always been there as a motivator. That's great. That's doing something others aren't able to do. I'm not saying you. I'm saying other practices aren't able to do. That's innovative. The stuff that we're doing in sleep and other things, people aren't even thinking about this stuff yet. _____. These things are good at things. This is the spice that comes up ____. And so months ago I thought foolishly that if we, if I came up with some sort of an incentive for that, regardless of how nominal it was, that it would be a driver, it would be _____ and that will be there. There's no question. That will be there, that will be a wow, I was able to make it this time. It's growing even more. That's great. That's fantastic, you know? And it's kind of nice to have some sort of a personal thing, but that's not going to solve the problem because of the underlying sentiment that that doesn't fix. In fact, it makes it worse. It's going to make it worse. Because the error isn't done now, the error was perpetrated years ago. That was the setting of the expectation. It's not anyone's fault. It was mine. The expectation was set. I didn't think of the consequences or predict my behavior and that's where I failed. Not now, but years ago. It's where things failed. But there's no -
Man 2	Well do you want me to give it some thought?
Man	Yeah. I want you to, I want you to validate what I'm saying basically up until this point. Because I don't see there, am I, I'm having this deep thought and this real epiphany as far as how things come out. And I don't see it any different. I don't see there being, I think I got the issue down. You know what I mean? I don't know what it is that would make me happy, but I think I know really well what's making me unhappy.
Man 2	Okay _____ I think in all honesty I'd probably feel the same way.
Man	You know? And so it seems as though these _____ are diametrically opposed now with you, but that's only a smaller issue. It's going to continue.

	And the same feelings are going to go out the other way. _____ business from the beginning. And so now on the other end it's tough. It wasn't cold hard stuff on the beginning, it just wasn't the way that I wanted it to be. Quite frankly _____ if that's the way it was, quite frankly we would have been better off. If it would have just been --
Man 2	Business.
Man	_____.
Man 2	Okay. Okay.
Man	If it had just been business. At that point it would have been listen, this is what it is, you know, take it or leave it, I can go do something else, you can go do something else.
Man 2	_____.
Man	Let _____. I don't _____ practice, you know _____ all over the country, _____ what market _____ is all about in the practice. Let it figure itself out. I know I paid for that advertising for Carolina Cosmetics beforehand, you didn't pay into it afterwards. You owe me something for that. You can just benefit afterwards. You can't _____ benefits of all this stuff. If it was just strictly business, it would have been smarter. It just didn't happen. The thought there at that time. It might have worked out. It might have been that was the only way to do it. _____. There is no way of going back to _____. But I know _____. I suspect this was the _____, _____ identified problem and try to come up with any kind of solution that _____. _____ right here. _____ continue to go through this because this is making me extremely unhappy.
Man 2:	Same here.
Man:	Supremely unhappy. That way _____. There were times when I was on edge, but there are, I don't know, never really complained. Never really been a complainer. I've never been a complainer, but perhaps if I did, there would have been _____.
Man 2:	Okay.
Man:	_____ Even if when I thought there was a legitimate chance that we could lose _____, _____in there and that I'd be sitting on a net $1.1 million note for myself on that building. I was not _____ satisfied or frustrated.
Man 2:	Why do you think you would be sitting on it by yourself?
Man:	Because I had it by myself.

Man 2:	Yeah, but I would have helped to pay that.
Man:	Well.
Man 2:	I bet you never worried about that.
Man:	Because you were on the note.
Man 2:	No, no. I told you before I wasn't going to leave you on the note. I mean I wasn't going to leave you high and dry _____. I told you, and I meant that, and I still mean that.
Man;	_____
Man 2:	I know, I know. But it was _____
Man:	_____ like that.
Man 2:	I know. Yeah, I got it.
Man:	I took the hit on that. I _____ all that, you know? When _____ got upset, it's only to my fault. There's no one else. When I look at this, _____, got pissed off because of – I forgot what it was he got pissed off _____ time. I _____ every single time. Every time I took _____. I was trying to keep it together. I was trying to _____, but all I'm doing in doing that, I just realized _____.
Man 2:	Was reinforcing the behavior.
Man:	Reinforcing the behavior and driving the train with no coal to a place that's going to make me very unhappy. I know where the train is going, but it's not helping. And all it's done is it has grown this thought of your lucky that I'm here. Quite frankly, the realization this weekend is I was better off alone. I was better off alone. I knew _____. _____ there wasn't as much _____ of this crap. But that was my fault. I should have _____. _____ and I really don't want you to go because I want you to be happy here. It is our practice. If you are truly unhappy here, if you can't _____, then but I didn't have the courage to do that at the time at all. I'm doing _____ create here is more slavery is what it's going to do. It's going to enslave me. I got a personal guarantee anything that we do for our practice, you know? _____ joint settling. It's going to be my _____ in the practice. _____. I_____. Now if I leave and go _____ $200,000 or $300,000, you'll pay off your practice. _____, maybe.
Man 2:	I'd appreciate if you didn't do anything, not financially. Like I'm not worried about _____
Man:	_____

Man 2:	Yeah, I understand _____. I do, I do. I understand what you're talking about.
Man:	_____ not like everything is paid off.
Man 2:	Oh I know.
Man:	_____ you have expenses too. You – but there's _____ sides that I have. And so _____ doesn't work out down the road. Doesn't work out. I should have done that in June. We would have been much better to have pushed that point then.
Man 2:	You going to try and push it now?
Man:	Much better to push down the road. To you, I should have said, I am going to do my best to make this practice as even as possible and I'm going to _____ as a friend that I'm going to slip the money down there when things get _____, but I have no idea how this _____ worked. I've never done it before. We have to figure out as we go. _____. You got to be aware of that. I got to be aware of that. I don't know. I'm going to do my best to try to give up this baby and to share things and to do _____ all the way through. But there's always going to be a sense that I put in something and _____ and I _____. I want that _____ recognized.
Man 2:	Okay.
Man:	I should have said that.
Man 2:	Okay. Okay.
Man:	But I'm very unhappy with what's going on. Very unhappy. It's not worth it. It's not worth money. It's not. Nothing is worth this. _____ what – I was so upset during the conversation that you had with my _____ when you told him. You are not aware of this, but the contract that Dr. _____ has with us _____ is very lopsided. _____ perception _____. It is just _____ upset _____. More than anything that's gone on for the whole 7 years. _____ having issues _____. _____ issues unless you get my wife involved, my children involved. when it's up to them, I've got very, very thin skin. _____ myself. But it does here what you think and what they think bothers me. What Donnie Weeks thinks of me personal _____. You know what I'm saying? Because it wasn't strictly business from the beginning and that's what it should have been. _____. _____ want to be _____.
Man 2:	Well, I'm sorry I brought that up to _____. I didn't mean to touch a never a nerve.

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Man:	You don't have to apologize.
Man 2:	No. I'm sorry I did not mean to _____
Man:	_____ but I'll tell you. This _____ a time for me to be honest with you the way I think. I want you to be honest the way I think. And what _____ conflict solution that works for both of us. _____ this practice is blessed with huge amounts of resources. There's plenty of _____ figure out.
Man 2:	Okay.
Man:	So let's try and figure out a way _____ if we can.
Man 2:	Okay. I can do that. I can do that.
Man:	_____
Man 2:	_____ Thursday I think. Wednesday tomorrow, and I have a half a day Thursday and Friday at 4:00 from charlotte. _____ and I have a four _____ in Cheraw.
Man:	Let's meet _____ _____
Man 2:	Okay, okay.
Man:	_____
Man 2:	All right.
Man:	We'll share some thoughts _____
Man 2:	Okay.
Man:	_____ you know what I'm saying. They'll be _____. Some of this stuff I think.
Man 2:	Will do.
Man:	_____

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Audio File [Midnight Rooster]

Speaker	Words
	Inaudible
	Patty, Patty. I can't. I've gonna go in here.
?	Got something in here. Com on.
??	I'm suppose to be meeting Puchalski(?) in there.
?	Wait, I want to talk to you.
??	What I forget?
?	_____
??	Thank you, Alex.
?	You doing okay?
Child	Yes, Sir.
?	Good.
Child	What you forget? Is this stop watch yours?
?	No.
Child	Is this iPod yours?
?	iPod? How ya doing, Buddy?
??	How are you?
?	I am tired.
??	Mentally tired?
?	I can't hear ya. I'm suppose to be meeting Puchalski right now, so _____.
Child	_____ Puchalski.
Puchalski	Oh, thank you. I was looking for that.
Child	What is that?
Puchalski	It's a little attachment piece to get from my iPod to my car.
??	What's up?
?	_____. All right. Be good, man.
??	I got something _____.
?	Sounds good.
??	Oh no, I'm good.
?	You happy?
??	_____
?	_____ dropped off the kids with Jamie today at the beach. So, I was going to hang out

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Speaker	Words
	with them and then go to my mom, but then that's a long story _____.
??	Hey, you're a crying boy.
?	Who's that?
??	Oh Mister—yeah, yeah, yeah.
?	_____
??	_____ valuable.
?	Yeah.
??	_____ a different _____.
?	I didn't even go down to the _____ and _____ and he said that _____ turned out that I didn't get it. And I was like I got to go back and _____.
??	That all it was?
?	I thought about it _____.
??	What were we doing? We were doing some air raid thing. We lost the _____ and _____ five years ago. And he's had and I put the trach in reverse. _____.
?	**Inaudible.**
??	Which side you're talking about?
?	_____
??	Yeah.
?	_____
??	He had a trach because I changed his trach _____ even in the _____.
?	**Inaudible.**
??	Yeah.
?	**Inaudible.**
??	**Inaudible.**
?	**Inaudible.**
??	It's been like that all along.
?	It's better now.
??	_____ came and she's like what the hell?
?	**Inaudible.**
Man	The next one is _____ 2008 to _____ 2008 to 2010 _____ separate account under the same _____ next is _____ 2008 all the way through 2010 _____. Next is

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Speaker	Words
	_____ ledger _____ next is item _____ have a ledger _____ 2009 and 2010.
Man 2	_____?
Man	Yes _____
??	Hey sis how are you? Good. _____
	We used to say study two months for the first one then two hours for the second one and then _____ for this _____. _____ from here, but I'm in the middle of a meeting. No she's not. I promise I will not tell her until you tell her. I knew that was the news. Congratulations! Fantastic you're engaged woo hoo. Alright now all we've got to _____. All we've got to do is convert him to ENT and we're golden. Well that is awesome news, go ahead and give your sister a call -- try her cell, she's probably traveling back. She's working so she's probably on her way back. So just try to give her a little time and she's probably in a dead zone or something. Alright. Congratulations. Yep bye bye. How's your mom doing?
Orville:	She's fine.
Puchalski:	She's doing okay?
Orville:	Uhmmm.
Puchalski:	Natalie just got engaged.
Orville:	Oh nice.
Puchalski:	_____ dated for three years. She's thinking about ENT and so there's a couple of people _____ who right now _____ do you know Mahollow?
Orville:	Ha.
Puchalski:	Mahollow. She came through she was a student when were _____. She ever rotate with you?
Orville:	Um I don't really remember _____ too well.
Puchalski:	Okay and so she's up there now in Oregon and so he's _____ and bring _____ and so _____ gonna have a brother-in-law.
Orville:	That'll be good.
Puchalski:	Sorry about that. Alright so next is GL General Ledger ___ 2010. General ledger 2009, I believe you already have this. This _____ by category because you said you didn't understand _____ jumble and _____ so this is categorized so you can look at under the actual _____ might need a little bit more clarity. Here's general _____ 2008.
Orville:	Okay.
Puchalski:	Next is item 8 - 8 is 2008 to 2010 Carolina Cosmetics general ledger _____ broken _____ 10, 9, 8 _____ general ledger _____ as earlier with the general ledger _____ same company _____. CHI _____ 10, 9 and 8 _____. Item 10 _____ general ledger. So since you

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Speaker	Words
	already have _____
Orville:	Okay.
Puchalski:	_____ again just more updated now because got a 2010 now otherwise 2010 _____. 11 _____ used only for deposits _____ into it and _____ from Wachovia to the main account. _____ okay? Next is
Orville:	Why did you have a separate account? Just so the money wouldn't have to come back to the _____?
Puchalski:	_____ they were leaving.
Orville:	_____ Wachovia so that the Wachovia account is now closed?
Puchalski:	The Wachovia account is _____.
Orville:	Okay.
Puchalski:	Yeah I _____
Orville:	Okay.
Puchalski:	_____
Orville:	Okay.
Puchalski:	Um let me see now is_____ 12 _____ responsibility _____ 12 _____ personal _____ which is a line of credit application _____ also include all the expenses _____ those are all _____. Okay. So there should be _____ 300,000 _____
Orville:	There is an additional $200 -- $200,000 line of credit created during our dispute? Was I a partner at the time?
Puchalski:	_____
Orville:	No I mean I didn't know about it
Puchalski:	_____
Orville:	I didn't know about that line of credit coming, what was that used for?
Puchalski:	_____ used to _____ in terms of _____
Orville:	Okay.
Puchalski:	_____ Next is 13 it was only guaranteed by me by the way a few hundred so it wouldn't _____ never be under your _____. _____ transaction _____ copy of all the
Orville:	Is my name on any of these accounts a part from the line of credit? Probably not.
Puchalski:	On your _____
Orville:	Is my name on the like if it's a your name is on the account
Puchalski:	_____ as far as the

Speaker	Words
Orville:	Like the the first Palmetto or whoever we do our general business with. I don't think it ever was.
Puchalski:	**Inaudible.** Open an account _____ company or closing. **Inaudible.**
Orville:	Okay.
Puchalski:	The line of credit definitely was there and the _____ most recent mortgage for _____ because that was for the _____. _____ your still on the lien. _____ the actual _____
Orville:	Sure I've got to look at the list, I haven't looked at the list in probably a week _____ look at the list, but that's fine.
Puchalski:	**Inaudible.** _____ personal _____ in my mind _____ all the mortgage _____ **Inaudible.** As far as I know _____ from _____
Orville:	Okay
Puchalski:	**Inaudible** 2010 _____ 2007. And I couldn't bring myself in good conscious because my
Orville:	So you still don't think I deserve to see 2007?
Puchalski:	_____ I'm not going to argue with _____ try to _____ good will. _____ try _____ but your _____ was to go ahead and _____ and I think you and I both know that you were a shareholder and that will be expressed _____ I'm happy to show you _____ I'm happy to _____ and you can look at 2007, 2005 _____. As far as I'm concerned I'll sit down here with you and I'll be happy to do it anytime sit down with you and look _____ be able to show you I'm happy to do that. I _____ feel comfortable _____ attorney _____ but I personally feel _____
Orville:	I you _____ it doesn't bother me too much that your attorney _____ that I really don't _____ appreciate. But by what I have not done
Puchalski:	Would it be fair to say that _____
Orville:	You actually haven't accused anyone of anything and we haven't done anything everything was asked for is documented by far you know.
Puchalski:	**Inaudible**
Orville	Absolutely.
Puchalski:	**Inaudible** see you again if you _____ and in that letter he states that _____ looking for any discrepancies or anything that _____ and other correspondence _____ that I _____ to _____ lawsuit that _____using _____ home _____ so _____ in terms of _____ we've heard _____ [loud background music] my big concern about the _____ I'm going to admit to you _____ even showing _____ first couple of months of _____ just in general

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Speaker	Words
	_____ you _____ also asked me for it after _____ and he hasn't done a thing _____ I honestly _____ everything you have here under any reasonable _____ the message that I'm _____ letters _____
Orville:	I'm won't even acknowledge that. I don't bring things up. That really _____ you know
Puchalski:	You **inaudible**
Orville:	I think throughout this whole process I've heard you blame me. I've heard you blame the lawyer. I've heard you blame Chad. I've heard you blame everyone else. At no point do you knowledge anything you did to _____.
Puchalski:	I just _____
Orville:	The only thing I really heard you say is I getting better about my _____. I didn't mention I was _____. I mean I don't expect you to admit anything because I know that the lawyers are still looming. I got that.
Puchalski:	_____
Orville:	What have I done?
Puchalski:	_____
Orville:	Please tell me what I have done.
Puchalski:	_____
Orville	Before we went to sign onto the _____ agreement and some wacky doodle contract that you're trying to give me that essentially losing out the partnership status _____ status, I said – I even went so far as to seek an attorney who I knew wasn't working for me. Was not working in _____. I didn't bad mouth you to that attorney. I didn't say anything negative. What I said to him was is this a fair contract? Would you sign it? And he even gave me the advice, whether he meant to or not, he said do you trust this person? Make sure you trust this person essentially. That's not an _____. You know what, _____ look through the records. I talked to my personal attorney. I said _____, and then you kind of look through records and you get stonewalled and among them _____ you have to have a reason for looking through the records. All right, yes, legally we do. Okay, fine. We'll give you a reason, and still then I get a confidentiality agreement and I get this and I get this. _____ not entitled to that. I'm entitled to the whole thing. If I wanted to go back to 2004, and you know, I really want to look back and see what _____.
Puchalski:	_____ **MUSIC PLAYING REALLY LOUD IN BACKGROUND. CAN'T HEAR ANYTHING THIS GUY IS SAYING** – 2 years _____ 2010 _____ _____ I got the clear message that you know longer _____ other than somebody that didn't trust you _____ trust issue. Where you stopped trusting _____
Orville:	I thought it was obvious. You _____ contracts. There is an obvious lack of _____ contracts. _____ you want to get some financial records _____ 50% partner, however you want to _____. 50% of the shares are mine. Whenever you don't want to give someone financial records, there's going to be another _____

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Speaker	Words
	_____ to say _____ I absolutely think you think that, and then go from there.
Puchalski:	_____ I never _____.
Orville:	That's not true. My patient called me up about that. whether you realize it. I'm not even going to bring it up what she said, but it was something you said or advised saying to her and it's the way you said it.
Puchalski:	_____
Orville:	And the letter. Have you read the letter? I did so much flack about those letters that you sent out to patients. They walk around town like that is a disgusting letter and I don't even say it. _____. That's how I phrase it. You made it sound like you were out of town and you no longer there. That's not exactly what I wanted. That's a phrase they keep repeating, you know? You know it sounds like you up and left on your own out of your own belegerance. _____ that kind of letter. Do not tell me – you're an intelligent, you're a very intelligent guy. You're very calculating. I've seen it first hand. I've been in it _____ but you know exactly what you were writing when you wrote those letters. And you knew how _____.
Man:	Again _____ letter. _____ how's work going.
Man 3:	Oh great! You knew _____ attorneys in this area. _____
Orville:	All right take care. No, that's all right. It's all good.
Puchalski:	_____ never. I never said _____ and _____ the first thing _____ is you are the _____ person for the contract _____. But your wrong in perceiving _____ trust with you. And I'm sure _____ attorney and now I'm going to tell you _____. _____ I'm sure _____. A lot of the things that you were doing, you got the _____. I probably would say _____ _____ can't do it all. You know, I'm sorry. _____ I can't do it all. _____ I'll be happy to do it. And _____
Orville:	And do you realize on more than one occasion if you could please _____. Do you realize that over the years? There is a _____ or some other issue or some other issue. One meeting in particular you and Ed Wise sat up there and said he won't come to the table with this. Orville _____. I've always been _____. I've always been the _____. I've always _____. Make decision _____ both sides. So it's easy for me to _____ kind of say _____ you know. We'll keep this _____. You know that's kind of how it's always been. So whether you want to say or not that I was one of the _____, even though it's been set up like that. like you can _____ on this brief period. I say this _____ happening or not _____ for whatever reason. They've always been like that. It's not a new phenomenon. It's been there forever.
Puchalski:	_____ but I'm going to tell you _____ no time _____ and _____ for something _____. But the one thing I am generally good at is _____.
Orville:	Getting what?
Puchalski:	_____ the lead on some people and I can smell something going on with Chad for a good long time. Whether you _____ or not _____ when I talked to _____ for a long period of time, you were _____ back and

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Speaker	Words
	forth and I can see what _____. You were giving me only _____ and you know in some cases _____ the exact same terms _____. The exact same terms, and you were not trusting me and you were advocating on your behalf. Now I don't care _____ or _____ or we talked about _____ share with you some of the things that were said by Chad at that time_____ for that period of time _____. But I'll show you and _____ and I'll when I show you _____ person you _____ would get into trouble. What would you do? What would you feel? Would you feel as though there has been _____. And only you can know in your heart whether _____. In my mind the two _____. I've told you many times I'm going to _____ with you first. Okay. Are you talking _____. Are you showing _____. Meanwhile I'm getting _____ the contract. _____
Orville:	You can go over this a 100,000 times. You said _____. Chad never got that contract from me. He wouldn't know about that contract from me. He never got the contract from me. That's all I'm going to say. I'm going to say I never gave Chad the contract. I never shared with him anything. The only thing he knew was there was a contract and I was not happy. That's all he needed.
Puchalski:	Can you help me figure out _____?
Orville:	No. I'm not going to do it. I'm not going to do it.
Puchalski:	You have no idea how he would have gotten it?
Orville:	I'm not even going to be able to _____ or suppose or make a fair _____ scenario that he could get it. I'll leave that up to you. You've already got this thing figured out. It's not up to me to kind of refute what happened with anything.
Puchalski:	_____
Orville:	Look, you can accuse me of working with Chad or doing this or doing that. _____ you acted accordingly, and you have to act accordingly, but now when you realize it may not be true, you have to stick to it to justify doing what you did to me.
Puchalski:	_____
Orville:	March, June. I appreciate it. I really do. I really do.
Puchalski:	_____
Orville:	I'm _____.
Puchalski:	_____
Orville:	_____ have a 3 page thing saying terminated, and minus that last fault I had in order to take some _____. All right. I never once accepted that summation. I still don't think it's proper. I'm going to put that out there.
Puchalski:	But your gone?
Orville:	I'm gone. I'm going to abide by your _____. I think _____ my phone or the personal _____ or leaving the case on the as a compliance officer, but I do not want to be seen as disrupting the fact. You talked about the _____. You talked about a lot of options, and there was a scenario where we did not want to discuss the fact that there was

Speaker	Words
	some internal dispute. That copy wasn't going to get _____ and I'm basically telling _____. Okay?
Puchalski:	_____ say that. although it would be very, very difficult for me knowing what I know now to feel as though – you realize the chance _____ verbally is _____ is very different than what you're saying _____ _____
Orville:	I actually have not paid attention to a lot of what Chad said. You go by Chad. Ask Chad about what he said. Ask me about what I said.
Puchalski:	_____ going to.
Orville:	So, again, maybe this is how all parted in trying to defend yourself against Chad, you started ____ your partner _____ contract. Maybe _____. I'm not going to get into it. I _____ getting into it got me in this situation.
Puchalski:	_____ There's no question. A lot of _____ your contract. _____ equal partner. I have and continue to have _____ _____. He's not going to _____.
Orville:	I'm not going to talk about Chad. We will not talk about Chad. But you want to justify this whole thing by saying Chad validated. Chad, Chad, Chad. That doesn't help me any. I'm really not going to talk about Chad.
Puchalski:	I'm _____ Chad. _____ he mentioned you.
Orville:	Why don't you ask Chad about it? Why are you asking me about it? Is this some kind of I don't predeposition way to get information. I mean is that what this is about?
Puchalski:	_____
Orville:	I have no idea. Then why are you bringing up Chad? Oh yeah, when we spoke at Ruth's _____. Now, you're _____. I'm not going to _____. I'm not playing that game.
Puchalski:	_____. My big issue is that _____ and started _____ at one time. I've got to go _____
Orville:	You want me to tell you how I feel about that. At the end of the day, Chad did not give me some crazy contract like that to sign. At the end of the day, Chad didn't give me some crazy ultimatum. At the end of the day, Chad did not give me termination papers. All right? So if I gave you those same terms, and you kept hammering trying to get this new contract _____. If you could change your name to my name in that contract, I _____ sign it. There's no way in hell you would have signed those contracts. I told you that from the day one when I said I'm not going to sign - _____ sign it. And you didn't get it. You kept coming back. You kept coming back.
Puchalski:	_____
Orville:	No, no, no. That's not the way it came out. All right. Remember that conversation. The conversation was I'm not going to sign it. We came back and had that meeting over at the house where they're like I want to separate you from the practice. I went back and looked at it and I then that's when I was like geezus. I got to figure this out. I got to talk to a lawyer. And if you look back, and I went back and looked at the contract, the word separation in the contract essentially means termination. And so from then _____.

Speaker	Words
Puchalski:	_____ talk about _____
Orville:	Well, no, not at all. I don't know because here I am terminated. Just like you said whenever you've been to Chad and not validated. Look, I'm terminated here. Same thing that I thought was gonna happen. . .
Puchalski:	No _____
Orville:	I do not know, at the end of the day, I'm terminated—by you.
Puchalski:	Please.
Orville:	You said that.
Puchalski:	This _____ predated _____ the mistrial predated _____. You know that. _____
Orville:	So you're saying the contract had nothing to do with the trust issue?
Puchalski:	I am saying _____
Orville:	The contract—you and Ed White conspired and colluded and did whatever you did to write up these crazy little contracts had nothing to do with bringing up these trust issues?
Puchalski:	I am trying _____
Orville:	No, but you're trying to say that this thing happened in a vacuum from day one. I've signed on to every single _____
?:	_____
Orville:	No, I'm good. I'm good. I gotta leave soon.
Puchalski:	_____
?:	You want a receipt?
Puchalski:	Yeah.
Orville:	Before this, I signed on to every contact you ever picked _____. Even, I went back and looked at that crazy ass _____ LLC contract. I said whoa, I signed this? I never even read the freaking thing. _____ is was a decent contract, you know? It's like _____. And then you just realize like what was I doing just signing these things? Like how did—I need my own attorney or Ed White cause I thought he was like _____ cause I didn't even think about my own attorney at that point. I said to Ed White look at these things for me. And he couldn't—you know, but Ed White doesn't have that capacity. He does not have the capacity or did not to look at it from anyone's perspective. But you're—not the practices, don't hide behind the practice. Well, I mean that was blatantly obvious.
Puchalski:	He cheated _____
Orville:	Of course he's not gonna think back because he don't want to admit wrongdoing.
Puchalski:	_____ I'm not saying _____ and I _____ on your last meeting.
Orville:	What did he say about our meeting?
Puchalski:	_____ and I'll come right back _____

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Speaker	Words
Orville:	And the session start with some terminations.
Puchalski:	It was _____ and _____ today we're having _____
?:	This a receipt to it. There's stuff like Monday I printed out for you. Is that okay?
Puchalski:	Thank you.
?:	Yes.
Puchalski:	[Inaudible.]
Orville:	Did Ed White tell you to do this? or recommend that you do this?
Puchalski:	No, our recommendation _____ options _____.
Orville:	The letter was written that we support at least and it was written before that. It was drafted before that.
Puchalski:	I'm just trying _____
Orville:	So, why would Ed White, why would—yeah, go ahead.
Puchalski:	I'm giving you information _____
Orville:	I'm beyond that. I'm not even—I'm lis. . .
Puchalski:	[Inaudible.]
Orville:	But did you understand what you did basically—you didn't spell it out. Because of your mid-life crisis, I had to change what I was doing. That's essentially what you just said.
Puchalski:	No.
Orville:	You said, "You know what empowered me doing that process finally feeling like I've been with someone in my corner." You know who that was?
Puchalski:	Bruce.
Orville:	Bruce Arman. Not that—I know Bruce. Bruce is not a litigating kind of guy. He, I mean, he _____. I said, Bruce, listen, you just have to pass this contracting item. I'm not sure what's going on. I'm not sure _____. But these are some things I said it really unnerved me a little bit about a hostile separation in fact termination. But he passed it out. He didn't come at you from a standpoint of I'm gonna sue ya. He didn't come from standpoint of I'm gonna sue Ed White or _____. He did come at it from a standpoint of What the hell are you doing? These contracts are BS. You know that. And Eddie even admitted it. Ed said yeah, I know. Well those are good questions to ask. And then later on down the line, every time that Ed would admit and he said well I'm gonna go talk to you, he'd come back with some cocky-mamie like power play against Drew. And Drew's like look I'm not trying to—Drew did not in any way shape or form in pursuit—if you'll remember, Bruce is a _____ contractor say hey if we ever don't get along, _____ we can split the practice and just go our separate ways.
Puchalski:	[Inaudible.]
Orville:	No, no, no, no.
Puchalski:	Was Bruce _____?

Speaker	Words
Orville:	No, no, no. Here's what you offered, right. I remember it vividly. You said that you would take Columbia and Camden and you'd still get _____. You could do Hartsville. That's not splitting the practice up. That's exactly what you offered. And I remember thinking, wow! I get Hartsville. And he gets the market _____ plus he gets Columbia plus he gets Camden. _____ that's a great deal for me.
Puchalski:	[Inaudible.]
Orville:	Because you also—basically seemed proud that I was being terminated or separated from the _____. That's how I read it and I should have _____ because I realize that I needed legal counsel at that point.
Puchalski:	Why didn't you _____
Orville:	I wait for legal counsel at the time. I didn't know when the blind side—it was a complete blind side.
Puchalski:	I wanted to talk _____ have another talk.
Orville:	It was a blind side move and I said, look, I'm gonna get my _____. I said I'm gonna get my ducks in a row cause this guy, I don't know what he's going through, but you're gonna have to wait it out or something. So I have since and then I find out you just admitted to me and said these are your options. They can terminate him, blah, blah, blah, blah. You can terminate him, blah, blah, blah.
Puchalski:	Jim _____ the legal corporate _____. Jim got involved about two weeks prior _____ frustration to me as _____ clearly no longer working together. _____ get these done, I will _____. That was a huge, huge, _____.
Orville:	So you met with Jim? Jim is the one who suggested terminating me?
Puchalski:	When you went through the options _____
Orville:	I never went through the options. I never met Jim or Ed or any of these guys with these options. You know what Ed told me? This is the extent of Ed's termination. I said Ed, if he _____, I said if you—if we can't agree on these contracts, what happens? Can you terminate me? And he said, "no, he can't terminate you for that. It just becomes a stalemate." Okay, so I'm figuring like great. I don't agree with these contracts. You're gonna keep forcing them down my throat. I really don't agree with these contracts. At worse, I can settle for a stalemate.
Puchalski:	[Inaudible.]
Orville:	Right. Not ideal, but business as usual. All right? He _____ you the same advice. Oh dude, here are your options, you can terminate him. It can business as usual. You can do that.
Puchalski:	I had to get involved _____. But Ed didn't _____.
Orville:	It's too late. I mean, I'm not working over there any more. I men what's—Ed doesn't have anything to do with me at this point. And I can't tell him that. I haven't seen or heard from Ed or gotten an email from Ed or Mark has gotten an email from Ed.
Puchalski:	[Inaudible.]

Speaker	Words
Orville:	Let me—I told you before what I need to do, let me sit down with Bruck and Mark and believe it or not, Mark is the one with the more level head as far as as much as you guys paraded on _____ hell bent on lawsuits and all this other stuff. Morris is actually the one who is just like, none at all. Let's keep all our options on the table. _____ reconcile. But it's not the only option. We both know that.
Puchalski:	[Inaudible.]
Orville:	Let's go through that.
Puchalski:	I wouldn't lie to ya.
Orville:	And unlike you, I think they've done a good job by me. I finally feel like I have someone in my corner. So, as expensive as they are, I can't abandon my attorneys and I will not abandon my attorneys. I've done that before thinking folks were working on my behalf, including you and Ed and I didn't know about Jim, and it wasn't so.
Puchalski:	_____ spending too much time to not see any results. I'm working _____. We got more done in an hour at this table than we've been able to do through either _____
Orville:	Sounds like _____ is very reasonable. Jim and Morris were at this point where we were like look, first thing first. Also what happened let's avoid court and litigation. _____ to email.
Puchalski:	[Inaudible.]
Orville:	But, you know, every time we talked to _____, Jim Lebin(?) I don't know where this guy comes from but he just comes in _____ in the pot. He stirs the pot for whatever reason. I don't know if he's trying to get his bills up or whatever. And of course, Mark _____, you know. And from what you're saying Jim Lebin is the one that precipitated my attempted termination.
Puchalski:	I'm _____ I think, once again, my _____ contract _____ or an option must weigh _____.
Orville:	Why did Ed not listen to me when I said to him, he said I remember this conversation vividly _____, I said, Ed, what is the purpose of this contract? It's garbage. I _____ the one before. It wasn't _____ it was the one before that I ended up signing onto _____. And he said he's trying to find--_____ is trying to find a way to keep the practice together at all cost. Make sure he can _____. _____ I do not agree with this, Ed. I think it gives one person too many _____ another too much control and I didn't sign that thing with my own _____ don't do it. And I said no, you kind of trust Bob, you know, you _____. But then like I said I'm signing everything. And I remember signing it _____. Ed _____ exactly what kind of contract _____ the practice on. I just _____ in one ear and out the other. And then next year I get this other _____ contract and I'm like whoa. Yeah.
Puchalski:	[Inaudible.]
Orville:	No, I don't need _____ to apologize. I just need--
Puchalski:	. . . to never show up again? I'll do that too.

Speaker	Words
Orville:	I just want to talk to Morris and Drew about what are legitimate options here. What are our legitimate options are?
Puchalski:	I am trying to give you every _____ that _____.
Orville:	I still think we actually deserve 2007 _____.
Puchalski:	That's fine. _____ come on down. So be it. You can't just _____ including _____. I mean, I'm willing to _____ this much.
Orville:	Yeah but we're meeting here to discuss your point. This is the first meeting we've been in _____ information. You know, the meeting today and you may be _____ but I'm the one traveling to _____ 90% of the time. And traveling to Camden 90% of the time. Coming home at one in the morning dodging deer 90% of the time. And Jamie has that. We know that. It's not a—you know, we rarely had meetings in Hartsville for whatever reason. You _____ I was even thinking at least in _____ if their numbers to be given out I can get 'em. The last one—I've been asking for these numbers for a while. The last one--
Puchalski:	When _____ you never ask _____.
Orville:	Listen, because I realized that there's some sensitive issues that do not need to be discussed in front of everyone. Okay. And I realize that I need them looking at them just for me. Not for Chad, not for _____, not for whoever else happen to be sitting in the room. Just for me.
Puchalski:	[Inaudible.]
Orville:	I did ask to meet with Austin once or twice and you said I'll meet with you and him. And by the way, when I meet with Austin, you said something different than when I meet with him alone. You said different things when I meet with you. I don't remember what it was but I remember taking notes on it. I don't remember. I got the notes at home and I about went home and picked the notes up. So, you know, it's just—I don't know. It's like everyone is giving me a different story or doing something different. I'm like okay. Listen, let me get my own people and then you look at the numbers _____ with my own people. I pay my own money out of pocket. Own money. And it has cost me a lot. And I'm look you know what? It's worth it. Whether or not whatever happens it's worth it. I don't care if I end up having to move here or to Boston or to Georgia or wherever, it's worth it. By having the chance it a _____ I got a chance to _____.
Puchalski:	I want you _____ to come down and _____.
Orville:	That's not the _____. I can't go there and look at it and understand what's going on and reconcile them with a contract and all that. I'm trying to look at 'em in the context of all the information I got.
Puchalski:	[Inaudible.]
Orville:	Okay. I'll ask Mark if there's a way that we can do that.
Puchalski:	[Inaudible.]
Orville:	Because, here's why I felt—I realize that more _____
Puchalski:	No, I have met Bruce.

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Speaker	Words
Orville:	Here's the problem though. I'm depending on you and Ed to make decisions for me that are good. And I realize that you're making fucked up decisions for me. And you're fucking me in one of those decisions. That's how I was feeling. And I said okay, now I have Bruce in my corner who I trust. Ed could tell me one plus one is two, I'm not gonna question it. You could tell me right now one plus one is two. I'm not gonna touch this.
Puchalski:	Ed is in the center of a lot of this shit.
Orville:	No, it's not Ed.
Puchalski:	You hired _____ a question about _____. What can I answer for you _____?
Orville:	I don't have any questions for Ed right now. I think Ed is a disgusting human being. _____. The fact that he's giving one piece on him and whoever _____ law firm give you a separate piece of advice, I think is _____.
Puchalski:	Any answer _____ call the attorney _____ or anything else.
Orville:	That's the way I see it.
Puchalski:	I understand.
Orville:	He drafted a document that caused me to lose my that caused me to not be working right now and not get a paycheck. And I paid him to do it.
Puchalski:	[Inaudible.]
Orville:	At least he can do that. I can at least _____. I can't do anything else _____.
Puchalski:	There are two things that _____ I share this with every team but I want to repeat _____ cause I don't want you to get the feeling _____. Number one, _____ and I really would appreciate it _____ to help _____ really my concern that you were _____. No doubt _____ permission now _____. The second one is I do firmly believe _____ some sort of _____. No pressure _____. And I have no issues _____ and Chad _____. I talked to _____. Third _____ is I can't _____. Just tell me _____. I never did _____.
Orville:	But you these are all well and good. You know the _____ that I resigned. Whatever notice you gave them made them seen like I just helped him resign.
Puchalski:	Chad _____.
Orville:	No, no, listen, listen. You were suppose to take care of that. That my point. You were suppose to—you sent the note and said you'd—of course not. Of course you never said I resigned. But the way it was worded it wasn't that--
Puchalski:	[Inaudible.] I tried to meet with you and you _____. I tried to do everything I could and not get _____.
Orville:	What did you think was going to happen when you _____ discrimination papers? That I was going to come running back to you crying like no, please, sir, give me back my job.

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Speaker	Words
	What did you want?
Puchalski:	What I thought that you could make _____
Orville:	Nothing good can ever come of a termination notice. Nothing.
Puchalski:	[Inaudible.]
Orville:	I don't care about the building or anything else.
Puchalski:	You were _____ that day--
Orville:	You know what, you were gonna let find that building, you said it let's keep the contracts I did. I would have signed it right then and there on the spot. Regardless of whether Chad is made a shareholder or not, I would have signed onto it right then.
Puchalski:	You should of said that.
Orville:	I said it. How many times did I say it? We told you, we told Ed. We told everyone we talked to that the contract was bullshit.
Puchalski:	You never said that.
Orville:	I did. I even said I remember the meeting with you me and Ed. I said hey, let's sit down and rewrite a decent contract. And what did you say? I expect something to come of that afterwards. And what did you say, we'll just have to take into account the fact that I was here first and I started the _____. I'm like whatever. The one we have now already _____. That didn't scare me. The next year the _____ had nothing to do with that. That was the meeting in your office and in _____'s office.
Puchalski:	_____. With that _____ be there. By setting that clock we could get together and we could hash out _____. You were not giving _____.
Orville:	I just wanted to keep working. I'm in a _____ eight or nine or ten. Wherever I _____ high school. Where I picture myself living, working relaxing. It would have been _____. I fucked it up. I've grown to love it. Even though we couldn't find another person to move out here in the past five years. I said it's okay. I love the people here. I love what I do here. We're gonna buckle down and make it work. We'll have a second _____ in Charleston. Jamie loves Charleston. We'll figure out what to do with the kids in school. So I would like sacrifice _____ for the practice. I was making more on a daily basis than you than Chad than anyone else. More sacrifice on a daily basis, and I don't want to hear about what you did in the beginning. But on a daily basis with where my kids were headed and the schooling and education that was going to be opened to them. There isn't shit around here. You know I was making -- you know and I here I am and I'm like I was the best fricking _____ I could be and here I was getting the boot for it and I said okay. That _____ should have never been on the table. It should have been on the table right next to I'll put a bullet _____ die. That's how I look at that and that's why I'm so _____ about it.
Puchalski:	I know you are even though you say you're not _____
Orville:	You know that's _____ about. But the overall thing that I'm just -- and I'm fine as long as your not -- when I see you and you tell me _____ I'm like _____ how _____ stupid building. I don't care about that stuff, like this is the issue. A

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Speaker	Words
	termination is a termination you know.
Puchalski:	You have to acknowledge that we were at a point where there was a total _____
Orville:	So leave it alone which is what Ed said was gonna happen.
Puchalski:	We couldn't leave it alone.
Orville:	We could leave it alone, we could have left the contract as is you would have still had more power than anyone else in the practice.
Puchalski:	Please that contract -- there is plenty of stuff in that contract. You know the fact that we _____ now _____ the fact that _____ you know _____ all these things _____. _____ change _____ some years. But most importantly ____ most importantly when we _____ that contract and we were talking -- we were trying to figure out how much time I would have off as a managing shareholder and what we were gonna do, that never changed the _____. And that was my big _____
Orville:	It did come to fruition. Regardless of what you were doing with that time off. You had way more days off per week and during the _____ -- and way more vacation time than anyone else. And I always looked over it. I never even made a _____ about it. _____ say -- I'd say where is _____ "oh he's on vacation again." They kind of roll their eyes. This is staff. The staff you have now. I'm like alright whatever and never would say anything. Didn't even _____ be like don't you want some of that time off I'm like I'm fine I just want work I just want to keep working. You know so don't say it never came to fruition you ended up having more time, more flexibility of your schedule. Every time probably about 50% time I tried to do vacation time it got screwed up by Keely or Tammy or whoever else whoever this week is doing the schedule. Yours -- never screwed up.
Puchalski:	Well how would you know?
Orville:	Cause you were always away. You're always away there were always new good patients for you. This Summer you were always away. When they were bitching to us about this Summer the only thing I said was -- this summer was a little bit rougher than -- I'd never bitched about the fact that you had more time off than anyone else. That's how much I chimed in, when Chad was going off about how much time _____ yes I'll admit this summer was a little bit tougher and usually _____ a little bit of _____ slow down in the summer, but I felt like I worked a lot more and it was because you were off more times than anyone else.
Puchalski:	_____ also saw _____ in July.
Orville:	It had nothing to do with that.
Puchalski:	**[Beginning Inaudible].** When you _____ talking about a practice where _____ happen to the work _____. And first of all _____ appreciation for, but I do feel that we were definitely in a situation where people weren't appreciating the amount of work that was _____. I definitely believe that that's the case. I _____ but I definitely at one point particularly with _____ with you it was not _____ but there's only _____ one is that you go ahead and just I get more time less _____ and I go ahead and do _____ and with that option which is kind of the road that we went down _____ problem. Number two is that you paid for

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Speaker	Words
	_____ which we had countless conversations in the course of the year _____ do. Or number three you take that to work and you divide it among the others. When we put that contract together two years ago the thought was we're gonna do two and a half days and we're gonna go ahead and separate some of that work around. That's what the plan was. That was the only thing I _____. Well let me tell you something, I tried. I put _____ I _____ on the agenda _____ I shared _____ information, I tried to make sure everybody – I'd do everything I could to make everybody successful. I gave _____, I _____ to try to make sure he's happy _____ anybody else. I did what I needed to do as a leader trying to get things done. I had no one to complain to, no one I could complain to but it kept eroding. There was no one willing to do it. _____ IT person well _____ he wouldn't do it, I had to do all _____ change. He couldn't do it. You did a lot of work on the CT stuff and I appreciated it that was great you know _____ do all
Orville:	You know I did. Okay go ahead finish.
Puchalski:	So there was you know in your case you had no _____ I understand that. But _____ being understood with the fact that I was doing all of this stuff not _____ contract. I would never close the door _____ I'm just going to go ahead and read this contract _____ or I'm just going to go ahead and do my _____ and that's it. I didn't do that. Anything that could be done after hours was done after hours. Everything that was done during the day was done with you _____. And so what ended up happening was I _____ more time to do these things, but _____. Contrary to what we might think I _____ I was _____ administrator. I don't _____ to just be sitting around and doing just administrative stuff, I don't care how _____ told you that. Okay _____ says he says _____ in front of you guys. I don't care _____. _____ I don't like that. _____ I don't like _____. At first I thought you know what _____ just the way I'm not gonna be _____. I want to get
Orville:	Listen listen but you want one thing and the other. Listen. If you really want everyone to work hard, give everyone the exact same amount of time off and then say _____ time I work at the end of the day at night. Do that. That's how you equalize it. And they you -- and then when you realize they're not doing it, then you say okay fine you're not doing it, then give it to me and I'll pay more. But you weren't doing that. You got way _____. You would come in and you don't realize how these things wear on you. We come to a meeting _____ finish the day of the clinic or OR or whatever else and I was just _____ you know stuffing meals, blah blah blah. You would come in having gone to the gym, you would come in having gotten a haircut. You'd come in -- I'm like when is the last time I got a haircut in the middle of the day. Whether you realize you were doing it or not it's almost irrelevant. And I'm not going to fault you for taking the time off, but when you say that every _____ -- yeah when you get to do things you took your kids to school a couple of times, I had never -- listen listen listen
Puchalski:	I took my kids
Orville:	Regardless I never did until I left our practice. That was my first time. You know when I would get up and I would round in Hartsville at 5 to make a 6:00 meeting and I'd come and you'd be like _____ try to get here on time. I wouldn't even argue with you. I would not even argue with you and then after going to Hartsville I would have to come back to --

Speaker	Words
	I'd have to go _____ I'd have to come back to Hartsville _____ to do clinic or something stupid and then a couple of times I'd still have to go back to Camden again in the evening. Never once complain. You know. But I don't care about Chad or Bob or whoever else but what did I get for that termination. Because we can't agree on a contract that pays you more and that says you're more entitled to certain things than anyone else or executive compensation or whatever else. You know. You know it's the whole thing is just ridiculous.
Puchalski:	It had nothing to do with the contract. That's _____ what you think.
Orville:	Okay.
Puchalski:	I was willing to work through the contract for a _____ termination _____ that I had _____ and I still feel _____ welcome any _____ this that you had knowledge of what Chad was doing.
Orville:	What?
Puchalski:	You know what Chad had a transfer lawsuit at the end of January early February. And he was talking to lawyers about _____. And
Orville:	Listen listen Chad is Chad, I had my own issues with the practice. I had my own issues with you. Alright. I told -- Chad asked me -- Chad asked me if I had an attorney and I had and I said yes. And he said should _____ get an attorney. And I said yeah sure why not, because I feel that everyone who goes over a contract should get an attorney to go through a contract especially in the back of my mind knowing the one you gave me.
Puchalski:	You guys are talking about putting together a document and affidavit for a lawsuit in February.
Orville:	Listen listen listen get whatever evidence you want to get together. Seriously get it together. I'm not gonna sit here _____ deposition now. I'm not gonna sit here for a _____ deposition. Say what you want to say, do what you want to do get all your information together. Alright.
Puchalski:	**Inaudible**
Orville:	It is what it's about that's what you're trying to make it about, you're trying to make it to justify that you did the right thing by getting rid of me and having Chad and going after Chad and doing whatever else. I mean this is how your mind is working. You're trying to justify in your mind. Fine. Fine do that.
Puchalski:	_____ contract.
Orville:	Okay. Then we're both -- and we're not going to convince each other that is not true. So let's just move on beyond that.
Puchalski:	We will _____ convince you from a contract perspective if and when we sit down and talk about a contract and you recognize where I'm coming from now that _____ Chad _____. Okay. And _____ get a better since for things if you share with me or right now you have interest in the practice. Chad is doing all the _____. _____ said that as horrible _____ we never agreed to go ahead and have extra _____ go to _____ by
Orville:	Yeah cause you asked me about that and I said no I don't remember saying that.

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Speaker	Words
Puchalski:	And we -- as soon as our meeting was over we had a meeting right out in front of Carolina _____ _____ was right there in _____ and we talked about how you and I paid for _____. [LOUD MUSIC PLAYING IN BACKGROUND] Just the cost of _____
Orville:	Yeah.
Puchalski:	Didn't I?
Orville:	Yes you did.
Puchalski:	And we _____ that that's what we would do until we got caught up.
Orville:	Okay. What about the _____?
Puchalski:	_____ that that is _____
Orville:	Okay.
Puchalski:	He is saying it and you're saying it.
Orville:	Look I don't know what Chad's saying. I'm not going to get into it.
Puchalski:	I'm sure.
Orville:	I don't even want to get into it. But I think it sullies a lot of my points on what I'm trying to accomplish. Alright. I'm just gonna leave it at that. Like I'm not going to get into it.
Puchalski:	Can I _____ issue with me. Can I share it with you and you give me some reassurance?
Orville:	Sure.
Puchalski:	I'm giving you all the other stuff. _____ this is my issue. Whether you like it or not Chad is using you in saying that you agree to that, you also agree that we never agreed to go ahead to deduct for the ASC. _____ and that you would be responsible for those fees _____ practice. It was clear that we all agreed that we _____ when those letters came in _____ money out. I wrote a check for $42,000 yesterday to cover him because he's saying the agreement was breached because of that -- because we said no. So to cover that, so that
Orville:	Listen let me go through the numbers.
Puchalski:	_____ get that back to me
Orville:	I don't know what you've got going on with Chad, I'm not going to sit here and be a little witness for you or a witness for Chad. Just like I said anything -- any questioning that you're gonna do to me if we really want to be fair let's do it in front of Chad and you and _____. You can both cross-examine me and do whatever else you what to do to me. You know let's just go there.
Puchalski:	_____ meeting with Chad and I in the same room anytime soon.
Orville:	Well then let's not -- like I'm not gonna discuss Chad. I have separate from Chad. Alright. I have very separate issues from Chad. And I think
Puchalski:	_____ my big trust issue with you involves
Orville:	Well then talk to Chad.

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Speaker	Words
Puchalski:	Chad's telling me these things.
Orville:	Why?
Puchalski:	_____ hear you say something different.
Orville:	I'm not gonna say anything good, bad. I'm not going to corroborate anything, I'm not going to deny anything.
Puchalski:	Well what he's saying is that you're working together.
Orville:	Fine.
Puchalski:	So I need to hear it from you that you're not.
Orville:	Fine.
Puchalski:	Can you share that with me.
Orville:	I'm working for Orville Dice. I told you that before. I'm working for Orville Dice and my family. I don't really care what Chad says. Right now beyond getting these documents I'm not really that interested in what you say either actually for the most part. Let me go through the -- let me talk to my folks and let me come up some -- let me come to some conclusions by myself. That's all I'm trying to do. I'm trying to figure out where I want to head _____.
Puchalski:	**[Beginning Inaudible]** Can you share with me what your thoughts are just a general _____
Orville:	Let me look over this first and I'll tell you about _____ coming back or not. Let me look at this and tell you.
Puchalski	Since _____ obviously _____ I'm gone _____ and _____ are those
Orville:	You can read into it however you want it, that's fine. Like I said I have no I have no idea. As far as I know right now I'm not working at the practice and I have these papers saying that I've been terminated. Alright. That's all I know right now. Alright.
Puchalski:	All the papers say _____ um _____ if there is a real chance _____ and we feel comfortable and I know you will _____ would you consider being with _____?
Orville:	Just like I said last time it's _____ pretty much _____ consider that. Let's just do this one step at a time. I've been _____ since March, February whenever it was. Let me just get through it. Let me digest it. Let me internalize it _____ comes out of
Puchalski:	You _____ talk to me _____ tell those attorneys _____.
Orville:	I'm so gonna talk to my attorney.
Puchalski:	You talk to your attorney, but I want you to talk to me.
Orville:	Because whenever I'm upset about something, they calm me down. Whenever they're upset about something I calm them down. So I think we have a decent working relationship. I'll be paying them for it, but that's what I expect when I pay an attorney for them to do. Um and we will come up with whatever conclusions we come up with on that. And based

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Speaker	Words
	whatever our decisions is based on _____
Puchalski:	That's fine, just talk to me instead of _____ I'm not _____
Orville:	I _____ I think got _____ because I didn't have adequate representation throughout this entire process. And I feel _____ you can decide to do what you want to do, I'll keep my _____
Puchalski:	You keep your _____ I'm just saying talk to me _____ maybe we get _____
Orville:	So you do not want Morris or those guys interacting anymore with your attorney is that what you're saying?
Puchalski:	No in terms of reconciliation or working toward _____ in over two months and $20,000 _____. _____ if there's going to be a reconciliation you and I are going to have to start _____ each other and we're going to have to start _____ terms _____. And I'm gonna have to get something _____ have to _____ and you're going to have _____ you're gonna have to start trusting me. We're eventually gonna have to be _____ there's no reason _____ talk _____ now there's no way _____. Cause we can't talk.
Orville:	Alright.
Puchalski:	_____
Orville:	Please don't give me that
Puchalski:	_____ years
Orville:	Please don't give me that. Please do not – I'll feel really -- that will make us go downhill if you give me that, please do not give me that. How about if I just leave it on the table for whoever wants it. Please do not give me that.
Puchalski:	I'm trying to _____
Orville:	I know -- I don't need a gesture like that. I really don't. If anything it rubs me the wrong way. I appreciate it, but it really does rub me the wrong way. Please don't give me that.
Puchalski:	_____
Orville:	For you to give me something right now na don't do that please. Okay. Thank you but I do appreciate _____ Thank you.
Puchalski:	Drive safely.
Orville:	I will.

9/28-Audio File [001_A_005_Odie_100216_001_2010_02_16 Date Modified 2/16/2010]

Man 1	Hello. How are you? _____
	_____ (inaudible)
	MUCH STATIC AND BACKGROUND NOISE – CONVERSATION IS INAUDIBLE
	Hey, how are you? _____ That's right.
	Are you OK?
	Oh yeah, I'm fine, I'm fine. _____ parking lot _____
	MUCH BACKGROUND NOISE – CONVERSATION IS INAUDIBLE Hey, how are you?
	Oh, I'm fine. It's _____
	_____
	No, I'm good, thanks. _____
	Yeah, I was getting a little bit. It's been a real difficult time so I was getting _____. That was a huge workout so now _____
	You have kids?
	We have young kids and the gym in town closes too early, so there's only one gym in town that closes _____. There's not a whole lot to do. I could put one in my house and I tried that. I'm never motivated if I'm just working out by myself in the house; I always have to see people around.
	_____
	Oh yeah, at South Beach High, yeah yeah.
	And she went out and she just _____ and covers _____ You have to do all the fresh step.
	_____
	She did too but we went through like withdrawals _____ and the _____
	_____
	Once we sorta hit that cycle then we stayed on phase 1 – like a two-week phase. It's pretty _____ We stayed on that, we just kept doing it over and over and I _____.
	Yeah, you'd be amazed. I mean, you don't realize how much you eat and how unhealthy you eat until you try to stop, and then you go through withdrawals and you realize I just snack constantly through the day whether it's candy, chocolate, you know, fruit, you know, this, and I'm eating fruit it's healthy and you realize you're eating way too much of it you know at the wrong time. It's just – it's actually been an eye-opener. It's you know a huge eye-opener as far as what I'm doing along with my diet. It's just – I'm 40 now so I have to be a little bit healthy so we'll see.
	I was amazed that _____ some of the sciences _____ the _____ amazing how _____ you crave stuff once you kinda got off _____ changed and it _____ dessert .and all this stuff and it's kinda like _____ a bit welcoming

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	Yeah, you almost feel sick. I feel a little sick when I try to eat the wrong thing now. But I'm doing the challenges now that the gym _____
	Yeah, so they don't yeah _____ away
	I'm working around the house because it's just the time
	Yes
	It's still hard to get to _____ three or four times a week _____
	Yeah
	But I've got freeways that I started back on and then I've got a – I saw something – I talked to my son – there's a video that's got some extreme workout and I'm it's like P90X or something.
	Oh yeah, yeah.
	And _____ (two talking at once – inaudible)
	But another thing I do a lot – I run – I used to run. I do it when I can. _____ Wake Forest.
	OK, yeah.
	They've got wonderful biking trails.
	Mountain biking trails.
	Mountain biking _____ first time I went out there I didn't have a helmet and almost came over.
	Oh, you've got to wear a helmet. That was what I used to do a lot up in Philly and Baltimore. I love it. It's like a hike only faster and you can go as slowly or as fast as you want.
	And this is about an eight or ten mile loop.
	Yeah, perfect.
	And ____ some parts of it are very extreme so by the time you get off it you feel like you
Orville	You've had a good workout, yeah. Do you ever go early in the morning? If you go like 5, 6:00, when the light's just coming out, you see all the animals on the trail. It's pretty neat, yeah.
	Yeah.
	You've got to be careful though. We've got a light outside where we live. The actually probably no more if you go as the crow flies probably no more than 2½ miles from our house. One of the _____ has got a picture of black there on her property.
	Laughs
Orville	Well, that's the thing. You know, they're out there. We just don't know. I mean, they're all over Jersey so why shouldn't they be all over here? I think they're more here than we realize. They just try to stay out of our way.
	We just don't see it.
Orville	Well they're a lot in Horry County. I like they – I liked it – it's my little hobby, the wildlife of South Carolina, and they had something like 38 motor vehicle versus deer accidents in Horry County (inaudible) there's way more than that _____ yeah. Laughs Just another

	thought. Oh my gosh. Anyway, um
	_____ get started _____
Orville	I just – mostly what I have are some – it shouldn't be too long I mean I just have some very general questions. Um, looking through some of the contracts, and thanks for sending those over Thomas documents by the way, you know the funny thing is looking at this Somnus document, I actually do not at all recall – I've never seen this one. This one I never saw before. I know that. This I never saw before. And apparently this one has my signature on it, so I must have signed, but I do not remember ever when, where and how I signed that one. I don't know what the circumstances were and I definitely don't remember the wording in this. I don't know if it was one of the things it was just put in front of me and I signed as part of everything else or what. These are just some confidentiality agreements. I don't care about those. But I remember this thing right here. This is the only thing I remember from this document. I don't know if it's because maybe I didn't read it or what but I don't remember, I don't remember anything about this document. If you told me I signed it, I would have sworn up and down that I didn't. Right here
	Y'all had never – I thought Bob would had sent this to you recently but
Orville	This recently just for a signature?
	No. Just the copy.
Orville	No, I never got any of this – I never – which is one of the points that I have and we'll start there maybe. I seem to have a hard time getting any of these documents and I – you know in the previous practices I were, whenever I'd sign something I'd get an executed document and you know it was only when I was going through this that I realized I had never received any of the documents. I mean there's a ton of stuff that I've signed for the practice and I never got any and then when I tried to _____ back to get it, I couldn't get them. You know it's – I thought it was kinda usual to just give out a copy to all parties of a final signed document. They don't seem to be doing that – I'm not getting them. I'm not getting it. Maybe everyone's getting them but I'm not getting them. I was wondering – I still have – I still have – I still should be able to look at those, right, correct?
	Yeah. No, you absolutely ought to have and I'm not sure _____ and I just carry a copy and of course Bob I think he's got Teresa. It sounds like he's not familiar with these processes. It sounds like she's keeping minutes or keeping records or doing some of his stuff and I suspect she's keeping corporate records. _____ when I stepped in and _____ create a new shareholders agreement that is currently signed. That's which was a modification of the prior agreement that we don't have and then I believe I read most of the employment agreements. I may have taken some of them _____. _____ binder and here you'd be adding stuff to it and the shareholders _____ I mean you ought to have access to a corporate book or _____ anybody keep records in a file somewhere and probably got to keep them secure so I guess open for random employees to inspect.
Orville	But it seems like whenever I get I request ____ I can't just request it from you. I have to go through Teresa who then has to confirm that by Bob that it's OK to give it to me or confirm buy someone else. I'm never getting these things. You know they just seem real peculiar to me especially after talking to Bruce. You know it's been going on so long I _____ he's like no, as a 50% shareholder you're supposed to be able to have access to these things with or without _____ shareholder's approval as long as you're both equal. If it's like 49-51, maybe, but I should be able to get it and I don't seem to be able to get it. I don't know why. Even today like I requested some documents that I saw Teresa sending a email to Bob almost

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	implying like asking for permission to get it. Like I'd ask for some accounting documents and stuff and the email I got was and then it was just kinda. I don't mind that she _____ all but it's just with that kind of you know disclosure about everything I'm asking for, you know I don't see that reciprocated to me. Like if you request something, I don't necessarily get it. If you get a contact with him, I don't necessarily get it all the time but it seems like if I ask for something, then necessarily he's going to go through him every single time. And then there's a delay and then I'm – later on it's a
	I think that's probably just a process thing to work out and I think that – I mean if somebody is in the business that is _____ I forget. Do you have an officer's capacity today?
Orville	Do I have a what?
	I mean I know Bob is the president, but are you serving an office today?
Orville	Right now?
	In the company.
Orville	At this meeting? I don't know.
	Then today just like – I'm trying to remember.
Orville	I don't know, I don't know. I mean I don't know what – that's the thing – and that's one of the reasons I got Bruce. I don't know what exactly my capacity is. More, the more I look at it, the more I seem just like another employee of Bob, but that's not what I remember signing on for, not what I remember the
	I think and I can't speak for Bob and I can't speak for his practices, but I
Orville	This is – it's not too often it's from Teresa to Bob saying Dr. Dyce has requested the following. Almost like you have to give the OK for it.
	I don't think – y'all can have a conversation and I don't think
Orville	I try to get Austin – to talk to Austin – and even though he's my personal accountant, he still refers me to _____.
	And then some of the _____ (inaudible) He's _____ I don't even know
Orville	It seems a little unusual that I can't request these documents or request forms or request anything. I'm not having an attorney request that I'm not having a _____ request. I'm requesting it. And I should have access to it.
	I think you should and I think the _____
Orville	I thought – I didn't think _____ I thought _____ I'm paying his salary. Maybe I'm misunderstanding this whole relationship.
	I don't know _____ clearly _____ there ought to be some _____ some companies _____ you're not just a shareholder. You're not just _____. You're a member of _____ You do have a status as board member as strategic direction and responsibility of the company but as far as a – I would say to you there's probably a history of – I'm just guessing of Bob being the only guy and I think the thing that _____ by that but I think you absolutely have a right to it. I mean if you're not – if Bob wants to have – or you and Bob want to sit down and agree on procedures and access to information. People like accountants will need to be told I mean ____ cause give him what he needs but my guess is that probably a practice is in place and they're not even _____. It just needs to be clear.

Orville	So I would need to go through Bob to get to Austin? I'm just saying that he's my personal accountant and our corporate account?
	Not necessarily. I think y'all ought to have I mean the purposes of. Let me give you an example. I know the client that had given CFO and the President and Chief Executive Officer. They may all call and ask _____. So I'm an outside vendor for lack of a better word or a professional providing services to the company. If they have an understanding how we access, so if you're looking for information because you want to see it, you probably have the right to see it. If they're asking Bob if it's OK, I think you and Bob ought to sit down and have a conversation about – OK, what's the process for me to have access. And there's a reason we all go through him, you've got to try to understand it and then if you're going to feel like. I mean there is some merit to regulating access to just confidential information, that doesn't mean not allowing somebody to have it. Now I know _____ principal officers _____ and in some instances it's _____. It's almost _____.
Orville	Answer me this. What is 50%? This theoretical 50% ownership? Give me rights to _____ appraisal?
	_____ and let me speak in terms of your contract. Let me speak in terms about your contract because I think this is something that I've thought about a lot as I've been speaking _____ If y'all do the same any time and _____ as 50% shareholders, y'all would have equal authority in terms of what you get from the corporation and your ability to make decisions on behalf of the corporation. What a corporation normally does is it puts officers in place and delegates a sort of an operational authority from day to day so the board is more strategic in nature. If you didn't get anything and in some companies they don't give anything, and that comes from statutes. And _____ statute you have an equal right to grow your employment officers. Obviously carry out day-to-day functions. One of the officers is responsible for maintaining records. As a matter of practice, the President you may have complete access, you may have a process but it's how ever y'all decide the board and how is the officers to make those decisions. Right now, you and Bob are the board.
Orville	According to the contract we have in place, what does it mean for me to be a 50% owner as far as decision may change hands?
	The contracts are where you start change and I can go back and detail this for the meeting, but the contract that you have signed today, y'all have made certain commitments to each other in shareholders agreement. If you're both or I can tell you about something – I mean, if you look at _____ One of the things we did is we took away a formal board. I mean just had the shareholders going to function as the board. That's sometimes done in closely held corporations because every move's a step to formality and that's one of the things that _____ to the extent that there's majority votes, y'all would both vote and to the extent there's a tie in the agreement there's a provision that says that Bob _____ casting vote to break the tie. It's just a tie breaking mechanism.
Orville	So if I wanted to look at documents and I vote yes and he votes no, he will always win. I can't look at anything.
	_____ look at the financial records and the records of the company. He shouldn't tell you no. I don't know why he said no.
Orville	I just – this kinda goes back a little bit to one of the questions you had when I asked you know about the contract and you said one of the things I looked at is do I trust the person who gave me this contract before you sign it. And if you'd asked me this a year ago, I would have said absolutely no problem, which is probably you know what happened to some of the other

	contracts, but when I feel like I'm not getting access to things and when you know a bunch of papers were left on my desk in Hartsville with all the contracts by ____ or Teresa or someone and then Bob comes and picks them up and takes them away and says, no, I don't want them to get these. I want to give them some other ones. That kind of in your mind it wears on you a little bit. You know why, what's the big deal about me seeing contracts, particularly ones I've already signed. And that's what where I'm coming back to is if this deciding vote and I had no idea this is what I was signing up for, none, no clue when I looked at that contract. I thought, I think we had spoken a while back, maybe early last year or something, and you talked about building in protections for Dr. Puchalski. Well, that's fine. I didn't realize that what it meant though is you know it would give him the right to on a whim tell me what to do whenever he wanted me to do it. If he says basically the way I'm reading that if he said it's a casting vote and there's no state law that's prohibited, he could say Orville, you're going to work on Saturdays. I say no, and he says well, it sucks to be you. You're the only other guy and it's just me and my vote wins, and then I'd be in breach of some directive that he made. I mean it sounds like that's what you're telling me and if he said I want you to work til 9:00 at night, it sucks to be you, Orville. You know, and it seems like I basically paid money into this practice. A number he came up with, Bob came up with, paid it plus some and I paid to be an employee and that's not really what I was signing up for and I never realized it.
	You said you paid to be an employee?
Orville	Like I'm being paid not as a shareholder and owner in the practice – essentially a minority player in the practice who can be told what to do on a whim. And that's what – I mean it's a case in point. We have a contract in place. As a shareholder, if I were to sign this new contract, that'd be the third contract I'm signing against my will as a shareholder. That'd be the third contract. You know what's to say he won't come up with another contract six months from now and say that I have to sign it again? I mean – I'm trying to figure out like what my wiggle room is. Like do I have any rights at all based on these contracts that were written by you and okayed by Bob and signed and whatever else – like what can I do?
	Let me try to do two things because you're asking a lot and I don't know if I can give you very succinct answers. Let me try to give you a perspective on this contract.
Orville	Uh huh
	And then let me give you what I would suggest as a recommendation. And I'm not trying to say Bob's right and you're wrong, in fact, one of the things I explained to Bruce in my last email, I'm actually hearing different things from the two of you about the same things. And at some point, I mean, at some point, I mean, the two ya'll are going to have to figure out, okay, what's missing in the facts, what's missing in the information. But let me give you a perspective for a second. Most medical practices, because they're professionals and I'm going to draw just a simple analogy for you. Law firms and sometimes accounting firms are not too distinct from medical practices in that they're professionals, they're trained in a profession and the business is secondary. It's not a core part of their training, core part of their skills to run the business. And I think as a result of that, the majority of medical practices and probably the majority of law firms don't do better than just sort of an average job of managing themselves. And that means that in business, that means in revenues, in doing the things other than the professional services with the specialized training they provide for the revenues to their patients, in your circumstance, and lawyers and accountants to their customers. The thing that, the business that I think, when you start with a pure model everything is equal, but there's nothing that says in a corporation that everything has to be equal. In fact there's provisions and statutes that allow you to modify and scale back your relationships, and there's instances in companies where the boards can have very little authority. Almost just be a superficial position

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	that has some, and _____ in a medical practice _____ where the board's authority has been moved over to some other entity or some other person and a lot of reasons for that, but there's a lot of flexibility in its design and tailored around business needs. Here, what I would say to you, what I'm hearing and seeing from Bob, I mean, it's my understanding _____ weren't here when this company was formed, but that he created this company. The day he went to transfer shares to anybody else in the world, that was you first. He had the right at that time, solely in himself, to say I'm going to temper this, I'm going to stage this, I'm going to calibrate certain features, I'm going to do certain things, restrict certain authorities or powers, and make that a modification of his business. Now today, the two of ya'll sit there, and the other people that are coming in line and what I would say to you, and I heard you mention this _____ on Friday, and this goes back to, and I'm not trying to harp on Chad, because I mean I don't have anything against Chad, I just think his position and some of his overtures are an example that illustrate some of things that Bob put in these agreements, but the example that came from attorney was _____ this is what I should have _____ this is where we need to sit down and figure out what's going to be done. That was very premature in terms of the formal step for admission ____ board vote and entry into the company and the thing that I _____ even though it may not be _____ expectations and it may not be met with complete favor, because I've seen this happen in other businesses, modifying business structures when people are transitioning towards being shareholders, is not unusual, it's not abnormal, and at the end of the day, and this is what I think this is all today, at the end of the day the balance is, of the new people coming in, are they going to come in or are they going to stay. And if they're unhappy about what was modified or changed, are they going to leave, are they going to create lawsuits and we've seen that _____ too, and then the reverse of that is you know, are the people that are persons that founded or originally created it, are they going to stay or is he going to stay? And I'm not saying that anybody in your organization has said we're not going to be here. I mean, I don't know what Chad's thinking, I don't know what Bob has told you when you sat down with Chad. _____ concern _____ start looking for a job and let him know that when this got worked out he'd be made whole. But the thing that I will tell you, these features and these things when Bob got on the phone with me, I explained to him different features and things that we put in here and it's not totally in the front of my mind about the conversations we had when you were made shareholder, but you know, I think there was some indication, and it's reflected in the agreement, that going into a 50/50 relationship, and that is a dangerous relationship. I can tell you one of the things, the other thing I will share with you, medical groups, there's not always enough money that people get as detailed and thorough or think through or have a lot of problems. A lot of times people just get unhappy and they leave because they don't like the way something's managed or don't like the way it's run. But a case in point, I think I shared this with Bob, was it was a group and they were specialists, they were surgeons and it was two guys and the founder had run this thing for three years and had, maybe even longer, didn't have any help doing call coverage. It was in a small hospital away from a big metropolitan area. And really worked himself, I mean, really burned the candle at both ends until he recruited another physician and he came to us about the time he was going to make him a shareholder. And the only observation I cautioned him on was if you go into a 50/50 relationship and if you make everything completely equal and if ya'll don't agree, you're doing to have some significant issues. Within six months of him, and he had it so equal that the other 50 percent shareholder _____ termination of his own contract, and he just said no, we've entered this relationship in good faith and we're going to be partners, etc. etc., and five years later the founder is gone, and he's left the town. They went through three years of legal battles _____ there's a danger to saying everything being equal is a virtue.
Orville	Okay. Okay. Before I'm not even, I don't even really want to talk about Chad too much,

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because I'm, he's kind of a separate issue. The issue though is I know Bob made sacrifices for the three of four years he was before me, or whatever it was, three years before me. And he got Westine to help him, and Westine left and then I came on later on. In point of fact, we sat down with Bob, me, myself and Bruce, and Bob and the practice attorney at that time, or his attorney, and we came up with some very clear directives. Bob got to choose the number for the buy-in, Bob got to choose everything about the buy-in. We just said, you know, whatever your number is that you feel comfortable making it 50/50. That was one of the things we talked about in the beginning. Bob was a-okay with it. Later on he became not okay with it for whatever reason, and he changed that contract while I was a shareholder. All right, trusting him and trusting you and whoever else without even talking to anyone because I didn't think – I was a shareholder. I was a 50% shareholder. I didn't feel like I needed – I had you working on my side presumably, and Bob working on my side. The contract I got no longer made me a 50% shareholder. I eventually signed it. Now this one comes out and in it are things like paying for country club membership, paying for this, paying for that. I mean, that's a little bit much, I think. Also, with regards to not wanting 50/50, okay that's fine. I am a-okay with that, but you have to let me know that upfront. I think it is a little bit disingenuous to take 50% shareholder money up front as a buy-in, and then say by the way, after I have your check in hand, you're not really 50%, and live by that. And the other problem is, I know you keep saying about these above average practices. Be a single, forceful, dominant leader. Great. No problem, but that leader is not unfallible. And my point is as much as Bob will be hesitant to admit to this, there have been times when I think, from a judgment standpoint, it had to be tempered and I could offer my opinion and have it be respected. If I give anyone the power to always make the decision, I live or die by that person then. And I don't trust that. Case in point, Bob had considered hiring a guy named Drago. Drago was a guy who was up in Charlotte who was found by the North Carolina Board of Medicine physically, ethically, professionally and medically unfit to practice medicine. But he still happened to have a South Carolina license. I said absolutely not. I did not want to interview him. I did not even want to talk to him. He wanted to put him in my market, in the town where I live. I spoke to two attorneys who were friends. One of them who did not practice law, he said, "I'd be salivating if I knew you did that because I would just wait in the wings. You knew the guy was a loaded gun. You knew the guy had a hair pin trigger, and you just loaded the gun for him. I would just be waiting. I would just wait and I know he would screw up at some point." In my town. I have a town of 7,000. I said, "Bob, why don't you put him in Columbia?" Bob said, "no, no, no. We can't put him there." Wait, so I'm only worth as good as a Drago? I mean that kind of thing, for me to acquiesce all rights of decision making to Bob, I would have had to say I disagree with it. I stomp my feet out. _____ nothing. Absolutely zilch. I mean these are the kinds of things. He would never bring these up. It's not all Bob. Bob can make these great decisions because he gets four ½ days a week and _____. He gets to take off when he wants. Guess who has never had an administrative half day? I mean those are the kinds of things that – I know you are talking about this sacrifice Dr. Puchalski did, and he did. He built – the beginning part of the practice he was a great, great series _____. But I think it does acknowledge the fact that there are a lot of people that came in between. John Westine came and he got to the point where he couldn't take it, and he left. He went down to Florida. I came. I was there. When John Westine left, I wasn't suppose to take as much call as I did. Guess who ended up taking more call? I did. I took more call that year than Bob. Bob will never admit it. We argued about this multiple times, and we just kind of let it go, but other people have sacrificed too. I currently live at the foothills of a nuclear power plant. I'm in a town with 2 restaurants, both of which are bad and have poor service. I grew up in a city setting. I grew up in New York City. This is not where I grew up. It's not where – he says Amy gave up medicine to acquiesce what he wanted. Okay I applaud her for that. But Jamie was on a

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	corporate track with Eli Lilly and they wanted her to move to Indianapolis, and I said, "No, let's move to South Carolina." And she stayed on – they didn't have a position for her. My point is though, I can go into many examples and turn into a little pissing contest, but other people have given up a lot too and this contract doesn't affect it. It seems like Dr. Puchalski is the only one that's ever made any sacrifices for this practice. Not true. Absolutely not true. I supported Bob on every decision he's ever made that I thought was the right one. Every single one. Even when a couple of the deals didn't go through, and he said _____. I know he absolutely did the right thing. I supported him even when things didn't work out. Now, I feel because of his issue with Chad, he's going to relegate me to Chad status and penalize me as well. And I'm saying, "Well this doesn't make any sense. I'm a 50% shareholder, in theory."
	Let me, let me. I don't want to cut you off.
Orville:	No, no, no. go ahead.
	I think, and I won't harp on Chad. I'm not going to say anything about Chad. By all accounts from Bob, Chad is an excellent doctor. And you _____ and whether it's Chad or the next guy or six guys down the road, you know, I think sometimes people have to be – their business experience didn't get molded or shaken to define be good leaders and good business people. I think that's what I'm hearing from Bob. Where we are today – in fact, I told Bob this. I told him this yesterday. He and I spoke briefly when he was in the airport coming back, and you know, I told him, in real terms, if I was your attorney, I would probably be choking on this document because he doesn't have all the insights and he's looking at it from a different perspective and there's things that – _____ matter _____ been happening for a long time and _____ everything. My point is, you know, where you are, and I told Bob this all along. This only makes sense if Bob agrees to it, and all that stuff _____ - I can't tell you if that stuff is good or bad or needed or he's worth it. You have to decide, and if you don't agree with it, you don't have to sign it. I think the thing that – the economic stuff in there like the country club. I mean, he's got articulations that I can't tell you is good or bad or right or wrong. I think he's fearful that down the road as he lets more people in, that people are just going to say, "Well, we don't need this. We'd rather have the money in our pocket." That's not – I'm not siding with Bob. I'm just saying that's not an unpleasant –
Orville:	Okay, side with me for a second. Tell me what you would do if you were in my shoes.
	I would try, and I encourage this – I would try to go through this and understand what he's trying to do and what you don't agree with, and it may take somebody like me helping. It may take Bruce helping. It may take both of us helping, but understand – try to understand. Okay, what are you really trying to do here? And there's a lot of stuff that can't happen over night.
Orville:	I mean, I wouldn't know.
	I wouldn't necessarily – if you believe that he's got the interest – I'm sure there's some stuff – I've got great _____.
Orville:	You don't think there's any self-interest there on Bob's part in any of these contracts?
	_____ there's self interest and there's concerns in that Exhibit C stuff that you need to look at and you need to say
Orville:	Well tell me what they are. I want to use
	I will tell you anything about this _____, whether they're reasonable or unreasonable.
Orville:	You think even to you is reasonable.

	It depends on what he's doing.
Orville:	But it seems like half of the time is spent coming up with contracts that make me less of a partner. I don't know if any of the other contracts – is there a contract agreement with Carolina Pines? Is there a contract or no discussion with Carolina Pines, or discussion with KCMT that leaves me out? I mean, like I don't know. Now I'm worried that there are all these things floating around that somehow bothers me negotiating on behalf of himself that I don't even if the AFC contract – the one I have I haven't even looked at yet. I can't even get there yet. But I'm feeling like as a corporate attorney, I hope you would tell me when something maybe wasn't fair to me or from my point of view, what can be done to me if XYZ scenarios occurred. But I don't feel like that's being done on my behalf and I feel like I'm always going to have to – even though I'm part of a practice that has a corporate attorney, I'm always going to have to hire a Bruce or someone else to come and look things over on my behalf. And I don't want to do that. And that's why – it's not just that the contract is unfair, and then to collect a fee and have me negotiate different things that I helped to pay for, seems a little bit over the top. I mean the sleep services. You know, I don't know what it is, but I just read through this. I don't really have any rights to it unless he says I do. The manager determines all disbursements or whatever else. I can't do my own sleep lab. I can't do – I'm board certified in sleep. I spent my whole summer – I wasted a summer studying for sleep medicine to read. I can't do it unless he says I can. And then he determines how much I made doing it. I mean it seems like a little bit of restriction or trade there for what I can do versus what he can do. You know, who is the number one _____ many months for the sleep lab. It was me. He _____ but I kept referring to the sleep lab. You know, I paid for _____ that helped to _____. You know, I paid for the sleep equipment that went into Somnus. Do I have equal rights of that? No. Just like the land. I paid the same amount money for all the land. Do I have equal rights of that? No. you know, the question is at what point do I stop – do I keep paying money and then negotiate back down just to get access to whatever I paid for. And that's why I think – I'd like if you could look at these contracts from those points of view and let me know what you think. Okay, if he paid money for the sleep lab and to build it and to help commit the money. It wasn't out of Bob's private bank account. It was out of the practice money that I presumably was helping to earn, and now this contract says I really don't have equal rights to it unless he says I do.
	Let me ask a question, if I can here, because I'm not sure – and one thing Bob has done is he has tried to keep the Somnus stuff – I mean he didn't want to put a lot of time into it and put – but my understanding is that Somnus started negotiating with the 2 hospitals, and then I am sure you are familiar with the negotiation problems you're having with Kershaw Health and the joint venture there, and the thing I explained to Bruce – he wants to replace – I think he's already done this – Somnus City with Somnus USA, and what I would say to you is, even though you've signed one and he's got another one and we actually need to form it because he's actually got the staff working, what he explained to me, on Somnus USA, it needs to go into a limited liability company, but either way, ya'll got to get all that ironed out. I mean, it doesn't matter whether it's one or the other. If ya'll are in agreement it doesn't work, we know this works. So the thing I will say to you is it is my understanding and I don't have all the information on this that the sleep lab itself is owned by SCENT. All that Somnus is doing is a management company that leases staff. I'm not sure where the equipment is owned, and I haven't gotten that involved. I haven't been asked to be that involved, but the idea was it would be the entity that goes and does this management agreements with these 2 hospitals because you're going to have problems on the start co-owning it with the hospitals, and you're probably going to be end up a manager in term key. Now maybe you're leasing equipment too, but what I would say to you is there is a differentiation. I wouldn't say you are not a 50%

	shareholder. I'm not saying you have to agree to anything in this proposed agreement.
Orville:	But apparently I already signed it.
	Oh yeah, you did that. But I'm talking about your main company, SCENT. The thing, if I had to characterize the concerns I'm hearing from Bob is for the long-term – he wants to be in charge of the operation because he feels like strategically he's the one to continue leading it. I think that as hard as it is to filter through this, the idea that he's eventually going to hand over the CEO role.
Orville:	It's a pointless thing. He knows I'll never take it. He knows it's not something I will do.
	Is it because you don't want to do it?
Orville:	Well, it's because my forte is not management. You know, my forte is clinical work, but in all these contracts, it's completely devalued. I mean, if Bob does four half days or five half days a week, and gets an equal salary plus a management fee, that means the management and ideas and whatever else he is doing is more value than what I do. You know, could I be the managing shareholder/CEO, whatever? Yes, absolutely. Do I really want to? No. You know, it's not because I am incapable of it. It's just not something I would enjoy or relish. He relishes that. I don't think he relishes the clinical side. Even in the new contract, the penalties that are being imposed are mostly clinical staff work area penalties. There are no administrative penalties for carving out things for yourself or for doing that. It's all for having a deal fall through. It's all clinical. I mean it is so slanted away from anyone who does mostly clinical and away from the managing shareholder. You just look at it and you say, you know, was he really serious, and maybe the starting point he wants me to negotiate back to a point. But it is such a so far less starting point that I'm like what negotiation is there?
	How would you characterize _____?
Orville:	I thought it was pretty good until I started getting all these contracts. I mean, if you had put something in front of me, I would just sign it, and if I sign this, with seeing all this, that's probably what happened. I trusted him.
	Aside from the words on the page, I mean, is he somebody you would feel comfortable – I guess why I say this is I've always gotten the impression as we were going through this agreement that you and him – I know this – I'm going to _____ of this law firm with my partner because I have a relationship _____. This is another thing I want to share with you.. I am going to digress a second. At some point a business develops a culture and you end up with a set of leaders and you know what the size that allows sort of the leaders to move the business forward and people tend to follow them because they're successful and they've been doing things that earn their respect, and I think the difference here is this is a business is about to hand off to more owners, and the person that found it that has some concerns that the culture isn't going to be sustained and the culture needs time. I'll give you an example here. I've got partners here. I would hitch my wagon to them if we were striking out on our own or opening a new firm, I would trust them completely whether they're going to pay for it or not. There are other people within the firm I wouldn't _____ do that because I don't know if they would be focused on my best interests or the company's best interests, and I think my question to you is where do you fall with Bob? Because I mean he's always projected as if ya'll had a tight relationship.
Orville:	We always did. I mean, in the past, when we were over at Hartsfield. I mean, we were having our issues with the hospital there, and when they came to me and said, you know, why don't you hook up with us and we'll get Bob out, and these were friends.. These were people I considered friends, and it strained our relationship to the point where it's not even the same

	anymore. I'm not going to mention who. I said, "No. Bob is a great guy." To this day, I even talk him up over there, regardless of what else is going on over here. There is no one over there that would ever suspect that we have a disagreement on some issues. But when they said we don't want Bob to come back in the _____ or whatever, I said, well it's not their practice to run. _____ run practice. I've always _____ with the initial thing about having _____ agreement, I'm always there to _____. I say Bob let me go to talk to them. **[BUZZING SOUND]** _____ even though in my heart of hearts are going to _____. I went _____ and Chad eventually agreed to it. I always – even when I didn't agree with something, and this may be why he thinks that we're always on the same page. You _____ this thing. I'll be your company guy. I'll go to bat for you. I will support you throughout whatever. If you need me to be good cop, bad cop with some hospital administrator or whoever else, I'll do it. Even a doc, I'll do it. So that's why these contracts seem so from out of the left field as though I've been, as what he perceives Chad, that I'm just going to be penalized like whoever else is coming behind me. And that's kind of why – in a way it hurts personally.
	What I would try to encourage you, and I would try to encourage Bob, is not let these contracts undermine your relationship and start back – I mean, I do _____. I write contracts and take people's comments and make recommendations, but without the personalities present, it's hard to tailor something that satisfies you and _____. _____ keeping coming back in my mind I almost need both of ya'll together.
Orville:	But that is what I would love. I would love when we are writing these things for me to be there. I mean, just another example, going to bat for him, when he was having – whenever he's needed time off for anything, like – or when he needed time off to do all this contract work and administrative stuff, even though I wasn't getting my half day off _____ came into the practice, I was like there's this greater practice, this greater good I'm working towards as an owner of the practice. I have to see – he's called me in before when our PA was seeing patients and her dad or her dad was sick, and I had to come in when I was on vacation. I left and came back back or _____ to see patients that entire day on a Friday. So that was my vacation shot right there. I mean I've always been the company guy. The fox hole guy that's been me. So it's just a little bit peculiar now that all of a sudden these things almost imply that I can be – almost like you can't be trusted. You can't be trusted with the decision making portion. You can't be trusted with the – I was deferred him not because I couldn't do it, but because I didn't want to. And I still prefer the clinical. I still prefer doing the surgeries. Now if I have to do it, I'll do it, but just give me the time to do it. I never have the time to do it. I never had even one _____. There was a brief period of maybe 2 or 3 months where I did have a half day, but beyond that I never had one half day off. Never once. Not even off, of administrative time, because I count administrative time. I called _____ or whatever else. You know, when we had to promote _____, I didn't have to work **[TAPE BUZZZING REALLY BAD]**. I'm not worried about Ted. Ted is the same guy he was when he was in the other practice. And I said Bob, if we're not going to offer him partnership, I mean, if he didn't want him to be a full partner, we shouldn't have offered him partnership. He is the same exact guy. He is a good guy, good clinically. Bob, in another scenario, would get along and like him. But Chad is, I get upset about something, frustrated and I'll send off an e-mail. Then an hour later I'll send an e-mail apologizing for the first one. That's Chad, and he's reigned it in a little bit, but that is exactly who he is. If we knew we couldn't deal with that before hand, I said do not bring him in. Macy, he seems to think Macy has some temper issues. I don't want Macy to come through and then, well, oh, he has temper issues. We can't trust him. No! Either we don't take his money and tell him, Macy, bye bye. We're not going to make you a partner. You can continue as an employee, but you'll never be a partner. I just

	don't believe in that. I think there's a little bit of integrity there that's missing, if we take there money. And if you were to ask me, should Chad be a partner? I'd be like absolutely. We gave him the letter. We told him yes. He had it expected. Bob had me go and talk to him and say don't worry. It'll be like my buy-in. After about a year or so, you'll be in. He said that. So now I look like a liar, like I'm just – like a hypocrite and a liar, and I don't appreciate that, on so many levels, and then I get this.
	I was going to say I think Bob talks to would be not _____ you had a conversation last, you and spoke?
Orville:	Yeah.
	I think he talked to Chad right after
Orville:	Yeah, cause Chad wouldn't talk to him. He said – actually, that day you left the meeting, they asked and said can – you know, just reach out to Chad. Talk. Can you talk to him about our relationship? So do I do? Before the day was over, so I knew I would forget. I knew I would forget. I called Chad, and I said, "Chad, whatever you're going through, just calm down. Just meet with Bob. Just talk to him. Just let him know how you feel and let him tell you how he feels." That's all I said to him. Chad is like the drug addict that needs to be talked down and calm him down. You know, he'll get wired up and then you talk to him, and he's like, "okay, okay. You're right. You're right." He listens to reason and I think that's where I came in best. Bob would have this thing and told this is the way it's got to be. You _____ and he's like we'll bring you in part-time to work every Saturday, and I'm like what are you talking about? You can't have her work every Saturday. Why not? Well, she probably won't want to do Saturdays. Oh yeah, you're right. So he then he makes up a fair contract. Or he makes a more fair contract that she doesn't have to work every Saturday. But that's the kind of thing. I worry that with him making the only decisions, I'd work every Saturday. You think, well you get Thursday and Wednesday off _____. I honestly believe that will happen and I honestly believe – I just have a couple general questions for you, though..
	Okay. Let me just look at something if I can real quick while you mentioned that work schedule. I thought we _____
Orville:	I've never seen a previous schedule. I haven't seen anyone's contracts. So I don't even know what the previous contract has in it. But this was in the pre-discussions, like before she was offered a contract.
	Is this the part-time?
Orville:	Yes the _____.
	And back to Chad real quick. What he shared with me, he reassured Chad that when ya'll get this agreement, he'll _____ come in on January 1, and then Bob's concern was that Chad would start looking for a job in Reno. He _____
Orville:	He's not going anywhere. His wife is moving up in local government here. His kids love their school here. Chad – I'd be highly shocked if Chad moved. There is no way he can sell his house, even if he wanted to.
	Well he told Bob he was, which seemed to make Bob _____
Orville:	Yeah, I don't know why Bob would think that, but _____. Chad is – I can usually calm Chad down and talk to him and I can do that with most folks.
	Okay. And these are the things that would make sense. It's hard to _____ but there is a provision in the contract. I'm looking at the redline. I want to see what's in the original

	contract. I mean _____ here doesn't mean you have to be satisfied with it because this is all negotiable. This is – until you agree with this document, it doesn't change. I mean it's a 5 year deal. And what I was saying to you – let me back up a second. I wouldn't say you change is a bad thing. If you're tired of writing contracts, that's something you tell Bob. We're going to do something different. If we get through this or we end up with something different, I don't want to come back to it. _____ contract between a large group and a hospital for 3 years negotiating, and they both have the understanding they're not going to touch it for 10 years. I mean there's a lot of money involved, and that's why they spend their time with. I mean if that's the message you want to deliver is you want to be done. I think – let me come back to – in here what's currently drafted, the chairman sets the schedule, but if somebody objects, then the board gets involved, and I think that was an effort to put a safety valve on that. but your concern.
Orville:	The words I told Bob is the board is a sham right now. The board is a sham. He's CEO. He's chairman. He is treasurer. I am vice chairman. His vote will always overrule mine.
	Well the board is not a complete sham.
Orville:	As it stands right now, in that contract, Chad is not let onto the board. Everything can be run through the board, but once it's Bob idea – okay, if it's Bob's idea, how could I possibly – tell me what scenario could use to stop something if it's Bob's idea as the chairman/CEO and the treasurer?
	_____ schedule doesn't mean – well let me go back _____. If you don't like the call schedule, then the board has to come in and approve it. So once you add – as it exists today, it is Bob – Bob is the _____, but let me go back. I'm not trying to minimize your concern. I mean concern is a legitimate concern. When this was crafted, I was taking the input from Bob, and this is really your time, and it's hard to do this in a 30 minute call, but if we – you don't even know anyway to do it. Go paragraph by paragraph and figure out where you are, what you're thinking. Let you go back and chat with Bruce.
Orville:	I probably won't – rather than going back and forth, it will probably be quickest if we just hash it one day with you, me, Bob and Bruce and just sat down and go through everything paragraph because I don't see – I mean, you see though that there is no way I could ever change anything if it was in in Bob's mind, unless you – without me offering my perspective and saying, well this is a reasonable way to think about this, and Bob out of the goodness of his heart, changing his mind, there is no way I could ever stop something like a Drago _____ or anything else, at least now with the current contract, I can't.
	Do you think – let me throw this out to you. This is actually Bruce's idea first time he and I spoke and I was basically calling for him, and I'm just offering this to you to save him the time of flying down here and all that kind of stuff, or we could do it by conference call, but do you want to make a run through it first with me trying to interpret what the two of ya'll are saying and sort of identify the issues and then maybe have a second meeting with Bruce where it get's more focused and he's not just spinning around while we're trying to get it anchored in terms of what's the issue. You know I'm saying that 'cause I think it might make his time more productive. He actually suggested that. But I'm not opposed to any way you want to do it. It's just – and maybe – the flip side of it is and I don't know Bob's personality as well as you do, it may allow us to get in focus faster if Bruce's is here. I don't know. I mean you may want to just think about that and talk to Bruce.
	Okay. I'll talk with Bruce about that.
	Because – I think what needs – to what I'm hearing you say – what needs to happen is you all

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	both need to hear – I mean you need to hear first what he's really trying to accomplish and then I think you need to have an opportunity to say whether you feel like that overlooks your need or looks over the needs of business and then we would try to figure out something.
	I feel though these contracts are geared more towards Bob than the business. I do not think they're in the best interest of the practice. I just have to put that out there. I do not think that a country club membership really improves our business that much. For one individual – not a corporate membership where we can take docs or we can do whatever else to entertain – for one individual. A Springdale membership doesn't do that. A car for one shareholder doesn't do that. I don't think any of these things accomplish that you know.
	And I'll tell you exactly what I told Bruce about that Exhibit C – everything in there is --
	But you know even this document – you know the hospital -- you know how we negotiated with the hospital, it was because of referrals to the sleep centers. It wasn't just Bob's deferrals. It was Stephanie Tetterton. It was Macy Ladrene. It was Chad Dunloth. I was mine. But this makes it seems as though it was – the idea championed by him and implemented by him and it was all him. And so only he has the rights to it and we're like well, that's silly. And then this now forces you to send only to the sleep _____ that he champions. Or he manages. If we wanted to start up another management group say outside that or you face some really onerous penalty. You know I know I signed this thinking that you know I remember this thing right here.
	That one has to be discarded and _____ because it's not ____ today is not in compliance with this agreement. I mean that agreement I think you ought to start from --
	This one right here?
	Yeah. Somus USA – what's he's asking you to do is rewrite that agreement for Somus USA but I think it's the same thing. I mean even though that one is signed he's not doing that today. I mean Somus USA is not incorporated – Somus USA's only customer is SCENT and Somus USA – I mean this entity was never operationalized per se --
	And so we'll have to signed a new one like that.
	Yes.
	And I can argue for being more fair on that.
	Yes.
	All right. A couple of other things so the Somus --
	Be there and Bruce will probably bring this up. There's a liquidated damages clause I got to point out to Bob in there. I mean technically but I think the both of you are I mean is dealing with yourself but when you start a venture like this, you don't want to be out competing with Avenger. I mean if you all marry so to speak in a company doing sleep services, then you really have to offer it to the company before you go do another project. And I think that – you know Bob – I want to review his perspective as I gleaned it – I'm not saying it's right or wrong. He – this really started before SCENT formed the sleep lab. And I think SCENT Sleep Lab was in response to the hospital being so stubborn and I tell you they were off base and I'm an aggressive negotiator for you all but they wanted to restrict you all the way to downtown Columbia and all that junk. And Sid was the backup strategy. And I think – it surprised me how quickly you all did it and I think it surprised the hospital.
	Well he came to me and said can I put these funds into this? And I said yeah, absolutely. We have to – I mean this is – this is what I've always done. I've seen the need and even when that

	fell through and he was filling badly about it, I was the one that said I'm 100% sure you did the right thing there. With what they did with the pulmonologist coming in and everything else, it just didn't seem like it was in good faith and I think – and I thought – I don't know if I said this to him – I felt we were in a stronger position down the line. We'd probably have more of a capital outlay for it, but we'd be in a stronger position down the line. And I think we still are. You know and I mean this – I don't know. It just seems – the whole thing just seems a little bit shady – as all not been completely honest or truthful or forthcoming or supportive or whatever else. I mean the way these contracts read it's like I have to be mandated to do it and I have to pay a fee to do it even though it's – you know with all these things that are going on, it's my – it's money that came out of my partnership that should have come to me in my salary or bonus or whatever else that I paid for.
	Well let me – I don't know where the equipment is. I don't know if the equipment is owned by SCENT or the equipment is owned by Somus --
	Paid for by Somus – paid for by SCENT, owned by Somus as far as I can glean.
	But then there had to be some payment back or something. Well there's not. I never ask it – I didn't realize it was an official – I thought it was going to be like clarity hearing and imbalance you know like our hearing institute which is within SCENT, is not a separate LLC that I know of. I thought it was going to be like with the Carolina Speech and _____ Center which I run. You know we have all these little divisions in the practice. I didn't – you know it was only until recent that I realized it's a completely separate entity. You know I'm not saying why it needs to be. But it just seems _____ that if I fund it, why am I negotiating just to get equal share.
	I think – I think this and I can't ____ -- what I'm saying is speculation. And I don't know the answer to this. I think – I'm almost certain we drafted that prior to – we drafted that when we thought we were negotiating _____ Kershal
	Kershal or --
	Kershal or Carolina Pines and I forget when he started Providence negotiations. So the transaction I think with SCENT came later. So it may not fit perfectly with this agreement. And I'm not sure how he structured that or how he was conceptualizing it. I still think this was designed to be a vehicle to go do these other deals.
	And I'm okay with that. But in reading through it, and you can look at it again, you realize that I'm not an equal partner in this.
	Well – let me give you sort of the bird's eye view of how he conceptualized this. The guys as they come in – the shareholders and Sent will automatically get an interest here. And I'll run it and I'll manage it. And this was before Sent invested money. I mean to the extent Sent invested money, you got it absolutely right. But before Sent invested money, that entity – it was just trading as an insider(?) entity and I think that – I mean everything you're saying is fair. I mean you can raise whatever objections, you can raise whatever concerns and you can ask whatever points you want to push back. And I'll tell you the way you started the meeting, if your ability to access information is an issue, I mean that's something – I mean you might want to get that clarified in the agreement. Hey shareholders, this is how we can agree. We can have this you know whatever. I mean there's ways to do it under statute. The shareholders can request it of the company I want to see the records. And the company has to grant it – proper purpose. And there's certain things that shareholders fish for that aren't working at a business. They go out and want to create problems or create litigation or something like that. And lawyers will push back and say no. You've got to have a proper purpose. But if you're a

	manager or you're a professional and you're on the Board, and you know however the Board's authority or roles have been modified, you know you still ought to have you know ability to see information. And I can tell you one thing that's a little bit – I keep coming back to. Where I think there's some value of having both y'all together talking through this is you know I spoke with Bob and he basically said, I said name the malpractice information you know Bruce is saying he needs the details on that. And I'm not saying either one of y'all are all wrong. I'm hearing different things. From you I'm hearing I don't have enough information. I don't even know it's urgent. And Bob is saying --
	It's urgent.
	Well he's saying it's urgent but he told me whatever the meeting right after you left.
	No.
	I mean something's like this.
	Here's the thing. Well we did go over it in a meeting. Tammy made a presentation. But every single point on the presentation we said it's way better. It's way better. It's way better. Now the one thing I've learned – I've come to learn is there's always a negative side to anything. I want to hear at least one negative like well, this is what we don't get for this. Or this is what we don't get for that. I never heard any of that. And so when I hear that, what I wanted – and seeing all the other things that are coming at me at the last minute being told sign, sign, sign. I said okay, well let me take a step back. Let me figure this out. And I asked Tammy for the documents, well a copy of the contract from both companies so I could look at it myself. Point by point and see how it affects me if I stay, if I leave, what happens to tail. How much of a tail is it, does it cover what the minimum South Carolina tail says it needs to do or whatever else. You know, I don't know all these things. Tammy may know. I don't know how experienced she is with this but she may also not know. You know what would even be great is if the two reps I could have them on a conference call and they could give a little pitch and I could hear how they berate what the other person says or put down what the other person says, not because I want to incite any animosity but just because I can see oh, that's a better point with this. Ooh this is a better point with that. You know I don't know if it came out of any lawsuits that were you know that we had or anything else. I don't know if it's related to that. I don't know. You know and – I got an email back from Tammy saying well I'm not sure what information you need. I'm going to have to email her back and say – Um I just got a call to _____ do you mind if I_____?
	_____?
	Do I have to dial --
	_____ you can be a long distance?
	It's Camden. Wait, I can use my cell phone. Yeah. No, no, no. You can it's um -
	I'm just going to run just to the men's room real quick.
	Okay.
	I'll be like one minute.
	Hi, you've reached Keeley Taylor, executive assistant to Dr. Puchalski. Please leave your name, number and any message you have, and I will be sure to return the call as soon as possible. Thanks and have a great day. (begin speaking at the tone)
Orville	Hi, this is Dr. Dyce, can you hear me?

	Yes sir.
Orville	Can I just get connected to uh, 803-408-3279, please?
	Yes sir, just a moment.
Mickey	Carolina Hearing Institute, this is Mickey, how can I help you?
Orville	Mickey, this is Dr. Dyce, how are you?
Mickey	I'm good, how are you?
Orville	Good. I think Keeley called me.
Mickey	Ok. Hang on a second and I'll get her for you.
Orville	Great thanks. This is Keeley I don't know her last name. Keeley Taylor, at the office.
Ed	Is she an officer manager or _____.
Orville	She's, I don't know what she is actually. I think she's an assistant to Bob.
Ed	Hi, you've reached Keeley Taylor, executive assistant to Dr. Puchalski. Please leave your name, number and any message you have and I'll be sure to return the call as soon as possible. Thanks and have a great day. (being speaking after the tone and then hang up when you are finished, or press any key for further options)
Orville	Hey Keeley, this is Dr. Dyce. I saw that you had called me and you paged me. I was just returning your call. Try paging me again when you get back to a number where I can call you back. Thank you. Bye.
Ed	You got through the -
Orville	Well, I called the answering service, it's just 800 number and they can put me through to the – cause this phone wasn't picking up very well. So I just put a call, it's a 800 number that I just called, so. What I'd like to
Ed	_____
Orville	It's a 18, what's that thing everyone has?
Ed	Is it an apple?
Orville	Apple, yeah, Iphone.
Ed	Iphone.
Orville	Iphone, yeah.
Ed	How do you like it?
Orville	I like it a lot. It's kind of weird. I don't like how this feels, but I put a bulky thing around it for protection, I just didn't put it on now because I was running low on battery. It's really neat, really fast.
Ed	Can you get on the internet and _____ banking and stuff like that?
Orville	Oh yeah, easily. Yeah if you wanted to. And if you're even in a 3G network area, it works beautifully. If you're in a, if you wireless it picks up great a home, so I can surf like a, the only problem is you know, the small screen. I guess that's where the Ipad would come in, like it's just a bigger screen that you could read and do whatever else on.

Ed	So can you interact as fast as _____ or is there much of a difference?
Orville	I'm pretty close. My computer's pretty fast though, but I'm pretty close. I'm pretty close. Actually yeah. If I have a good wireless pickup I can.
Ed	I have a Verizon and I've got a _____ contract thing in the fall, but it's ____ before these came out and it's a, I forget what brand, but it just doesn't, it's a windows based application.
Orville	Oh yeah, you can do windows based.
Ed	And they just can't interact as fast.
Orville	No, no. Windows AN and the interface is just not anywhere near as good. The one that's good though is the --
Ed	Is it Google?
Orville	Yeah, the Google one, the one that uses that.
Ed	Is Google like the master of _____.
Orville	Yeah, and they said that rivals this, I haven't heard anything recently about how good it is, but a lot of people are swearing by it with the applications and _____ applications for it. but I think --
Ed	_____ hard to connect from email and then he corrected the problem _____.
Orville	Yeah, this _____ has a pretty good, this works pretty nicely. If you ever, someone should try it for a month because they'll give it to you for two weeks or something, and have them set it up and then see if they like it, but I guaranteed they probably will. Probably will. Now, that's just so we can wrap it up a little bit. I didn't expect it to be this long. Sorry. In the current shareholder's agreement and the employment agreement, you may not be able to answer this. Are there any protections built in for me? That one about, basically in the current one and the ones under consideration.
Ed	They did the one and the curr- the one that's signed I believe there are provisions that protect you, it's a canvas protection provision. It allows you to keep the office if they shut down.
Orville	Not really. It's an 18 month provision. And I knew that when I signed it, but I was just _____ was just keep the peace when I signed it. But it says if you can continue to practice in the town as long as you, as long as South Carolina ENT does not practice for 18 months before or after. So I'd literally have to twiddle my thumbs for 18 months to see if they're going to set up shop before I can do anything. Which is a – I mean I can't do that. Like, you know, this contract, one of the things is, and the reason I'm asking you this, and any, you don't have to answer right now, cause obviously it's a big document, but I'd like to know if you could answer that for me at some point. As well as provisions for the new contract that's under consideration. The reason why is because I just feel like I've already signed some things that are slanted against me. To keep the peace. And I can't continue to do that. And then you said this ___ agreement is going to have to be discarded because of some issues with it. But anything new that's proposed, I'd like to know if you could look at that and see if any of my interests are protected or valued of any sort. And then we talked about the contracts being fair to all shareholders. You think they are.
Ed	Let me, I know you mentioned that question last time, and let me _____ but let me _____. It's only fair if you sign it. That's because it's your agreement. And I say that about the old one and I say this about the new one. And the premise of modifying everything

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	in these agreements is that, I mean, clearly Bob has a concern that as younger shareholders, I say younger, they're not potentially younger than _____.
Orville	Yeah, I'm the oldest one there.
Ed	But younger in terms of years in the practice.
Orville	Uh huh. I know what you mean.
Ed	Or not being the creator of the practice, that the newer shareholders who just come in and vote it down, vote him out and put in _____ we're happy with _____ the world is, and the business stall or the client. And that's --
Orville	I understand that and that's a legitimate concern.
Ed	_____.
Orville	And that's why I agreed to that one.
Ed	And so when you look at it from that perspective, everything he's trying to do, and I can tell you this, and again, I'll tell you, I shared this with him, you know after my call with Bruce and after seeing some of Bruce's emails, and thinking about it. I'd be choking looking at this thing. But I'm going to tell you the other perspective and I think I've already shared this with Bob, is I've had almost 2 years negotiating against the hospital and the surgery center and I can honestly tell you this, I'm not taking sides with Bob. He's more entrepreneurial and innovative and forward thinking than physician I ever represented over the years.
Orville	Absolutely.
Ed	He has represented ya'll's interest as a group extremely well and more so than anybody else in negotiations. Are you going to stop me?
Orville	I want to ask you a question.
Ed	Okay.
Orville	If he had said that a year ago, I would have said great. The question now though is looking at this contracts that I'm presented with, if you were me, would you have a doubt in your mind that there wasn't something different about what's been represented in the contracts for South Carolina ENT and the rest of the shareholders other than Robert Puchalski.
Ed	I would say --
Orville	You would have no doubt in your mind that, after looking at all these.
Ed	Well I wrote all of them.
Orville	I know, but just take yourself out of that position, just a second. Out of the position of I wrote these. But if you, my question, my core problem now is, I worry about every contract that he's negotiating on my behalf. Do you understand that? After seeing these.
Ed	And I think, let me divide the answer _____. Everything economically I didn't try to pass judgment on _____. And everything economically depends upon _____ is he worth 15% of this, is worth this. You know, should you have a say in the agreement? And I think as this stuff got layered, he got, I mean a lot of that stuff came in the later stages. A lot of the beginnings of these edits dealt with _____ could do and then he started going into the board functions and then he sort of turned back. And the things, like the country club and stuff were last. Okay? If I had, and I share _____ this all works as long as Orville agrees with hit. And I'm not, I'm not saying because I'm not in the business, I don't

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	know what ya'll take home, I don't know what you would take home in a different group, but the sense I've got is you probably better than the average group. He say 99 percentile, I can't tell you whether that's true or not, but I can tell you this. If he was doing a fantastic job. I mean I've got partners here that make a couple hundred thousand more than I do, and a lot of that has to do with they're huge revenue generators, but they're also the guys that are out growing the firm, doing the deals, negotiating. I mean we're 450 lawyers, and it's more than doubled the size in the last ten years. And they're out acquiring other law firms _____ and so there are people in this firm, I know _____ say yeah they're worth every bit of that. And they ought be getting paid to do it or they wouldn't do it . They wouldn't take the time away from their families, their personal lives, and so – let me give you the example, this thing with the real estate. I mean, he feels really strongly about it. One of the suggestions that I made to him, I said if Orville doesn't want to – we now understand all the _____ because I wasn't asked to look at that until last week, or a week ago. And all I've done is look at it very quickly and I haven't studied it, and my whole focus here was, you know, you've got to get it from Orville, you've got to get it from Bruce, and if there are some emergencies and their damages that could be occasioned by letting it sit, ya'll need to act and find a way to do it. And one of the things I asked him, I said if Orville is not willing to close, my understanding is, I may not have this all correct. I'm not that involved. But your spouses are the owners and there's _____ building or some fact of a building constructed and it takes a bank loan to finish it. And ya'll got to go borrow the money. Well one of the alternatives I gave him was if it doesn't close what does it mean, you know, what are these different alternatives, and one is can you borrow the money, can you guarantee the money. I mean, he's been out lining up a loan. And I said to him yesterday, I said look, that email, I said you still need to sit down with Orville and ya'll try to get this approved, and just don't go in there any make it, and fix it. So I can't tell you economically whether ___ approve everything he's asked for economically. And I won't attempt to tell you that. You're going to have to decide that and you're going to have to agree with him or disagree with him as to whether or not, and things like Bob, you know, I want some controls, I mean I want some, I mean this is what I think I heard from Bruce, you know, there's some instances and you just gave me examples, where I need to be able to step in and override decisions. I, I need to be able to block a decision if – I think you're, cause, I mean, he may be the greatest leader and entrepreneur today, but what if he contracts a brain disease or something, starts acting crazy. I mean some of that stuff is not – now we've got some provisions in there that talk about his incapacity. I put some of the things in other shareholders agreements where somebody's able to step in in somebody's place. But for you to say there's some circumstances where I want to counterbalance this, that's fair. And I think that -
Orville	I want to be able to counterbalance everything. I mean that's what I expected coming in. I didn't expect top ay for a practice and then lose it in negotiation in a contract.
Ed	And that's -
Orville	I mean, you know --
Ed	And let me get back to a lot of these other things, if they're valuable, I think some of them are only because as you talk through the reasons that certain models – you now, and I know Bruce looked at something said well, why do you have this? You know you can't even call special meetings and when we thought about it, he said I don't want somebody, a brand new shareholder that's not getting their way, coming in here and asking to have special board meetings every week, or twice a week. And so the balance was, he said, well guarantee a minimum number of meetings and then that gives everybody a right to be heard, and then if we need to call a special one, I'll control those. And see without completing the rest of the

	thinking, that looked like a one-sided provision. And so what I'm suggesting to you, there's a lot of stuff in here that was, he was thinking of real live examples of something that could become dysfunctional. That doesn't mean he was thinking that, or another perspective that you see, and part of the level of detail is you can't temper this and balance all this in a 30 minute conversation. I mean, it's going to take, it's going to take time to go through this and if ya'll are willing to do it, your rights as a shareholder, this is why your 50% shareholder rights are still, they haven't been minimized, it can't be changed without your approval. I mean, you have to be on board with everything _____.
Orville	Which gets us back to the next question. What are the possible consequences for not signing these contracts? What can do to me?
Ed	Uh, I don't think --
Orville	Can he fire me?
Ed	I'd have to, no, not just for not signing. No. I think the bigger issue and I'd have to go back and get, to give you a specific answer on that, but I think the current contracts would stay in place --
Orville	Cause with the previous contract, the one, the _____ whole agreement I signed, if we didn't agree, it would either be a stalemate or we could just split up and go our separate ways.
Ed	I'd have to look back at the exit provision.
Orville	At the first one – this one I don't think there's that provision in there. But I just wanted to make sure I didn't sign a contract that says he can fire me or can --
Ed	Well let me, let me _____-
Orville	_____ retribution if I don't --
	Ya'll both have fiduciary duties to each other. So he can't come in and just arbitrarily terminate you because you didn't sign the new deal. Now I just go back and look at that standards in the contract, but as long as you're complying with the employment agreement, and ya'll are making decisions in the best interest of the company, then if you're kind of locked in, and that leaves ya'll at a stalemate in terms of how you _____, I mean one of the things that I did different in the new agreement is allowed admission to be the board vote and then an adoption form the new shareholder signs. The current agreement _____ the current agreement says it has to be 100% _____ you can't admit Chad until you amend the agreement to allow him to be a _____. And I think _____ what I think that's really speaks to more than anything else, is ya'll's relationship. And I would think of it, and I would approach it more in terms of lets deal with our relationship first and then lets figure out what we can both live within the _____ because if you just say you know, I'm not going anywhere we're in a stalemate and _____ do with Chad, I mean ya'll's relationship is going to start _____ and I don't think _____ that doesn't bode well for the group, it doesn't bode well for the _____.
Orville	But you know, the relationship is great, I'm not that worried about it, because obviously he's not or else he wouldn't have given me this contract. You know, the fact of the matter is we have this contract in place, we had someone and maybe this is my plug for Chad, and kind of seeing the plight from his point of view. You know, we told was going to do something, and we've taken his money. And now we're not going to do it. And we're going to say well not only are we not going to do it, we're not ever going to do it because we're never going to agree on this contract.

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Well, I don't think anybody's saying that. Now I had to try to be careful with Laurie because I didn't want to represent to his lawyer that he would be a shareholder. I don't think Chad is going to be made a shareholder on the terms that lawyer's letter suggests that he needed to be made a shareholder. And he was suggesting, and I'm _____ the lawyer, and I'll blame this on Chad's lawyer. I thought that letter was a little bit over the top. It was very presumptuous and very aggressive in terms of we need to sit down and tell you how to run this company, and for somebody they haven't even voted in yet, it's almost like saying the company doesn't have a culture yet, and the company doesn't have a system yet. It doesn't have a process and I need to help ya'll create it. That's kind of what the lawyer was suggesting and _____ lawyer, and that's when I sat down with Bob and he was just like, what do I do with this? And I said, ___ looked at the agreement, and the agreement was very clear the group has to approve you, which means the two shareholders, their function as a board, and ya'll have informally said that but there has to be a certain level of communication with anybody that's coming on board and working toward, aspiring to be a shareholder. I mean, in every professional service business somebody's got to tell you what the standard is, what the bar looks like, what your buy is going to be. I don't necessarily like the buy in where ____ delay your entrance. I've seen that more in ancillary businesses like the medical practice will have the equipment companies or they'll have a, you know, the ancillary business is like this ____ or something, and sometimes they'll stage it, you know, after you've been a shareholder for a year, then you come into the ancillary business. But, and maybe there's a revenue, you know, that's another way of earning revenue off of them. But most times groups will have a buy in and then a buy out. And so this whole idea of deferring, I do that as, ya'll are referring to it as we paid, and in a sense you did, you paid with revenues you weren't getting, but I think in a legal sense, you're deferring your entrance, so the money you otherwise take as a shareholder stays in the company and either be distributed or you can _____ but the, I don't think I've heard either of you say we're not admitting Chad. I think the point is there has to be a vote and I think if I had to conceptualize everything Bob ____ not just Chad, it's the guy, Mr. Macey, or the guy after Macey and it's you know, there's a significant concern that if it were just a pure democracy, it's not going to be led, it's not going to stay on the same path it is, and it's not going to delivery the same results to everybody and I think that, I say ya'll's relationship, if this agreement is too much for you, and stay where you are, is not for him, that's ya'll's relationship. _____ but it is you know, are we on the same page as partners. Because eventually what happens is _____ or somebody leaves. And that's where I'm saying ya'll need to think in terms of what can we agree to? And what can we agree on and is that such that the both of us is content staying here? Because no, there's nothing guaranteed even when you buy in a corporation. People get mad and leave. This is _____ this isn't what I anticipated _____ encourage you is to maybe step away a little bit from the notion that hey, I paid the price and it should be the way I expected before I came in, and I would say to you businesses can change and they do change. You are a part of the change. I mean, this one can't change without your consent. And the reality is I think this is probably as detailed as I've seen in a written agreement a nonmedical practice is more complicated than this in some ways, but there's a lot of insurance involved and there's a lot of concerns of family members and I tell you this, the value of everything that's going on in this paper right now. I mean if you want to look at this in terms of, and I'll give you the perspective as a lawyer. I mean, not just, okay, I bought in _____ status quo and I may be overstating that, I'm not ____ you, I'm looking at some of what the letter that came from the lawyer is kind of saying, you know, we've already lied right here. But the value of all of this I think is two fold. If this truly is a prosperous business, I mean if this truly is above the mean, or – I talk in, I sort of think in terms of _____ and I'm assuming ya'll took a lot of statistics in medicine, and ya'll kind of view yourself on the end and everybody else is in the mean, I kind of see it

	that way and what they earn. But if you're sort of in the 90th or whatever percentile you're in, then I think the value of trying to sort this out now before it grows and can turn into just a democracy that's ya'll's, or redirects the business, or has the founder leaving because he's not happy with the way it's run. The value of this agreement is you create a model, a pathway for the future. And the second value is, and this is where I've seen a lot of this, is when families start fighting over the professional's money, ti can get really ugly and the more money's involved the more invitation that is. And the other agreement I was telling you about we spend a lot of time, there was a lot of insurance money involved and there was a lot of concern that the estates and families would want to redirect the conclusions and I can tell you that the buyout formula I think, I mean everything I've understand the buyout ___ came from Austin ___. I thought _____. Were you a part of that?
Orville	Actually there was a buy in and a buy out formula. Bob has since gotten rid of the buy in formula. It was actually definite formula.
	My recommendation is not to have a buy in formula.
Orville	Well there was, and that's how we came up with the numbers for the buy in, and actually Bruce helped out with that a lot. It is actually Bruce's formula that he kind of came up with and then talked to Austin about it and they worked out the kind of tax ramifications and details and had it in both sides. So it's something that I'm probably very familiar with because Bruce came up with it early on in my initial shareholder buy in thing. And it wasn't that we came up with an amount. We told Bob, pick an amount, and we'll make a formula fit that amount. That's how the formula came up. So.
Ed	And my advice, just as a lawyer, is not to have a, most agreements, I don't think I've ever seen an agreement that states the price going in, because you may find you need to change it as time moves on.
Orville	But, yeah, but in all honesty though, I almost bought into at one practice and know of two others about buying in, and it's based on, those were based on actual hard numbers, appraisal value, plus an additional fluff number because the person wanted some, which is like a nominal fee of good will, which doesn't really exist today. Because of the relationships you have with insurance companies. It's not so much a physician/physician relationship as much as it had before. But that's where it came from. And you know, I wanted an appraisal, Bob didn't want that for whatever reason, and he got a chance to pick his number. And that was supposed to be the number. You know he sent an email contradicting that which is kind of unusual. But, uh, that is how we came up with that number you know, and we still have the original shareholder agreements, I assume we do anyway. That we came up, when we came up with that number. Just a couple of things. Does a managing shareholder have any fiduciary interest? Because you had brought this up to existing shareholders other than himself.
Ed	Yes. Yeah. I mean ya'll both have fiduciary duties to each other.
Orville	But it's even more important for the managing shareholder, because I'm not coming up with new contracts for the practice.
Ed	The answer is yes.
Orville	Yeah. And so I'm wondering how does that fit in the contracts that seem to be skewed more and more away from me.
Ed	It, ignore for a second the economic provisions. The bonuses and the things he says that would stay in place for him.

Orville	And the administrative time.
Ed	I mean, those are all things that as he's created those and communicated them to me, he would explain why he needed that or why he thought that was important. And you know, administrative time, you know, he, and actually, there's enough stuff in here I don't want to pretend _____ absolutes and some of the things that have out of Bob, but things like administrative time for him to carry out the functions that he was carrying and do the things he was doing for the company, etc. He wanted to make sure that it wasn't just a vote later that took that away. I mean he's trying to preserve that so he can carry out the company business. At the end of the day, the fiduciary duty in South Carolina and of the corporation, in a closed corporation with a few shareholders, is you owe a duty of loyalty and good faith to your partners. And to do what's in the company's best interest. And it is often, court's characterize it as the same duty the partners owe each other in a partnership. And one of those, the classic examples of that is, you have to, you know, if you have conflicts of interest, you've got to disclose them, you can't compete with the company, you have to do things that are fair and in everybody's best interest and I go back to these terms are only fair if ya'll are in agreement. Now the management and the corporate stuff I can tell you he can absolutely articulate the whys and the reasons. And some of that he just, I think you need to hear or listen to.
Orville	Yeah, I've actually heard them a lot. I've heard them a lot. I still don't agree with them. But I, I mean we're going to meet again tomorrow so I'm sure I'll hear them again. Now you had mentioned – oh sorry, go ahead.
Ed	And I'm not trying to beat this point to death, but there's a lot of detail here. And you say you've heard them before, you'll hear them again. Have ya'll tired to go through the agreement?
Orville	The first time he showed it to me a few months ago, which is right after which I got Bruce involved, and that's why I was asking for the agreement for so long. It was probably back in September or November, September, October, somewhere around there. He went through each one about what he needed and I just said okay, okay, okay. And I was just like, okay, I gotta get some more help, because you know, the last time I'd spoken to you, you had said about Dr. Puchalski needed provisions. I knew you wrote these contracts, I knew I wasn't involved in them, and so I assumed you were just going to say that again, that Dr. Puchalski needs these provisions within. To his credit, later on he said he would have had you talk to me about these, these contracts, you know, whether that's true or not, I'll give him credit for that. But I feel like if I hadn't gotten Bruce, we wouldn't even have an opportunity to be sitting here talking about this at this point. So I mean, we're going to go through it again step by step tomorrow, I'm going to hear what he has to say. I don't know that I'm going to offer a whole lot of _____, because I think at some point we're going to all have to sit down and talk about it and figure out what's reasonable and what's not. With or without Bruce, and see where we go from there. One other thing, you'd mentioned in an email, I think yesterday or the day before that, there are a lot of things that Dr. Puchalski had personally guaranteed in the practice. Now that's one of the reasons why I want to look at kind of the loans and the finances and what we have up against the practice. And that's what I actually requested today from Teresa, and then she sent the email to Dr. P. and I don't know if that's Keeley's calling me about, but I thought I would know about all the financial liabilities, like what is he talking about when he talks about _____.
Ed	He's lining up that building loan to guarantee _____.
Orville	But again, I had said I didn't want to do that because, and I mentioned about, like does he, can he just unilaterally just withhold, like if I'm not in breach of anything, can he just withhold

	distributions like that?
Ed	From -
Orville	From me. So like what we collected. He said I don't think, I'm not going to defer to _____. I mean that sounds little bit, and then that's when I say I don't know, I know I have a lot of finances coming in because I have a veritable life compensation that I have to pay out a significant sum for and so now I have to save up my, you know, whatever we're getting, and I want to make sure that when I get it back, I have money coming in. I don't want to loans, I don't want to sign on to anything until I get that. But if I was getting those fees, I could say well I know it's coming in anyway, I'll pay it. But he just withheld it, and then is not going to pay for it and then you're telling me that well if he pays for it, because he's assumed the liabilities, it's not his potentially. I think you've mentioned that. And I said -
Ed	No, what I said, and let me back up because we're scrambling the two ____ up a little bit, and first of all, if, I don't want to characterize his statement because I wasn't there. But withholding distributions, he has discretion to make distributions and the way you would do that _____ what the company needs, what's available, and what makes ____ and I think there's some--
Orville	But it wasn't based on that. It was just based on just not having signed shareholder contract. Now he says it is. Because it's now a month and a half later or whatever it is. But we didn't have this imminent looming deadline of this loan agreement that he says we have to pay off on. And I even sent an email saying I don't want to hire any new docs, I don't want to do anything. Okay, if we're going to withhold sweeps, lets not spend out any more money until we figure out this whole thing. And apparently, he says there's no money in the bank, and I'm like well if we haven't swept in a few months, and there's no money in the bank, and we're not, we haven't paid the construction guy, like it just doesn't make sense as to where it's all gone.
Ed	I think it's a perfectly legitimate question to ask him. When I mentioned that to him yesterday, and this is why there's something not matching up, but he said Ed there's, you know we've got more expenses, we added more staff and he goes I've been over that information with Orville and if you don't have it and you haven't been over it, there's something not, if there's something – I'm hearing two different things from ya'll. That's why I shared the email and I think the thing that I would say to you is really that I don't know if he views the signing of the agreement as part of the business function or some connection, he needs to articulate that. I can't guess what he was saying. But _____ cash flow is going to come back. And _____ was, or he related to me was he would take over the building if you didn't want the obligation. And what I'm hearing, and I have not seen the building, _____. I don't know what it looks like, I know what state it's in. But what I'm hearing from him is if it sits unfinished it's going to create additional expense. The bigger concern I hear is the builder's no longer getting paid or he's getting concerned and that you know, this was a _____ side of it, we're sitting here and we're not paying our debts. And so my advice in that email was if we needed to override that current agreement to suit your concerns until ya'll get this stuff done, get the building moving and get it finished and it can be essentially _____.
Orville	I don't see though how one thing is essential to the function of the practice and paying me is not.
Ed	The sweeps?
Orville	Yeah. It seems like they shouldn't be mutually exclusive.

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Ed	Well, technically he has --
Orville	And signing a contract that I'm already under contract. One that doesn't, you know, already doesn't make me a 50% shareholder, you know, in theory. And then there's another one that they're saying well, we're not going to sign it, we're not going to disburse sweeps, I mean, that just inherently doesn't seem fair to me.
Ed	Let's separate it for a second. You got _____ in separate company and you got _____ practice.
Orville	Yeah.
Ed	Okay you're saying the distributions are not being made in SCENT.
Orville	Yeah.
Ed	What he asked me, and I guess he's the manager of SCENT, _____, he said would you look at this _____. He's technically, I'm wearing a different hat. I'm looking at it on the _____ perspective. And what I'm saying, but he's also saying this effects us in our reputation over here. So all he, and what I would ask you to do is keep those questions separate, because I think they are separate. And --
Orville	It's just hard to keep it separate when the thing I have to keep separate is he gets to go about business as usual, because I don't know if he's taking his own distributions. I don't know. He has his own discretion to do that.
Ed	But he should.
Orville	Well I don't know. I don't know. Alright. But he's doing fine. I may or may not be. You know, and it just seems like on one hand he's asking me to continue business as usual, and on the other hand well stop business over there. And I mean, that kind of dichotomy is why I can't, I wouldn't trust him and his judgment to completely dictate what I need to do. You know? And what's to stop him six months from now from getting another contract together?
Ed	Well, two things. Let me go to the first question first. You absolutely have a lot _____ copy of those _____. The other thing is, and particularly since you're an S corporation, he can't, and I think he knows it, so I can't say what he's doing or not doing, I don't have any reason to believe that he's taking distributions with _____.
Orville	I don't have any reason to believe it either.
Ed	But if he were --
Orville	But he's in a much more stable financial situation than I am. You know, and so you withhold and I don't need the sweeps to _____ my everyday living, but there are some big expenses that are coming up that I would like to be able to pay and not call him and say there's going to be a delay because we're working on some contract. I mean what if we, god forbid, never sign a new contract? You know, where does that go then? I mean can he just withhold it six months, nine months, a year?
Ed	He, because you're an S corporation, and he's got the same problem, let me tell you it's more acute with an S corporation, because it's an S corporation you're not allowed to distribute money unequally. I mean you have to make distributions for the proportion -
Orville	At the end of the year.
Ed	Well, he can decide for business reasons not to make distributions until a certain point in time. Whether he's done bi-monthly, or he's doing it quarterly.

Orville	There's no, it's based on how, it's essentially like based on just did we do well last month or not. You know? That's all it's based on.
Ed	Have ya'll transferred any money to the building from SCENT?
Orville	I think, I think.
Ed	I was under the assumption that ya'll might have approved an expenditure percent _____ money to SCENT landholders.
Orville	I _____ think in one of the meetings we were going to transfer like $100,000.
Ed	So, I mean, _____ I didn't want to represent Mr. Bruce and I don't want to represent _____. But I just thought from bits and pieces that ya'll might have loaned money to SCENT waiting on that building loan to close and when the building loan closed, SCENT gets paid back _____.
Orville	It was supposed to be that way, and they were supposed to shut down so that there would be no more expenses being incurred.
Ed	And the builder's asking for the money. Now I'm not sure he's going – I mean as a payment is due, I mean you got a copy of, you got the email, I got copied on it. And what I'm saying to you is, as an S corporation, you're not even supposed to be distributing periodically. You're supposed to be distributing completely to shareholders. So I'm making an assumption that if you're not getting distributions, he's not getting distributions and there's a reason that _____. And it shouldn't be just because _____.
Orville	Well that's what he said to me. I think in January.
Ed	_____. And I would go back to him and just ask him about it. _____.
Orville	I did. I did. I spoke after, the last time we spoke, _____ I don't think it's a good idea to do this. And that's it. End of story.
Ed	Well a good a idea to do what -
Orville	To go ahead and do the distributions. Oh well. Whatever.
Ed	I would ask him again _____.
Orville	Uh. And do you know of any other personal guarantees that he did? Because I don't know about any.
Ed	I haven't, I know _____ he feels strongly enough about the SCENT building, the landholding, the building, that I think he's arranged with the bank to do that. He has to do it. And I told him he still needs to get your consent and get your spouse's consent and I think he said he's guaranteed equipment. I don't have the specifics, I mean, he doesn't give me specifics, but I just hear bits and pieces. But I've gotten the impression that there are other debts he's guaranteed. As a loan up here and different things on the loan _____ the HMA investment. I mean you said you thought it was a guarantee. How, I can't speak for him. I _____.
Orville	I don't know. Maybe I need a hearing aid or something, but --
Ed	I don't think you're wrong. I'm not _____.
Orville	But he's saying, I don't now but -- . I don't know. All I'm saying is I never heard the words, I'm going to give the practice a loan in exchange for X or Y. I never ____ discuss the terms of that loan if it was coming from him personally. I never had the opportunity to turn it down. I

	actually took out less of a loan to buy into HMA because I thought the practice was taking out a loan. So there's a little bit of an opportunity lost there, because it could have been all me, because I could have gotten the loan for a fairly good amount. I'm not sure why the practice didn't get one. _____ but when I spoke to my advisor _____ take out a loan for X amount and _____ to go ahead and take a less amount than we would and it was only after, when I realized that _____and I'm like what bank is it from and I didn't _____ this doesn't look like it's from a bank.
	_____?
Orville	Uh, what do you mean?
Ed	_____ Bruce had to cut 10% was high.
Orville	I haven't explored it. I haven't explored it right now. I have not explored a, you know, I can find out. And it would have been when that loan was taken I would have to find out what rates were going then. But I, it was just a, it was a little bit of a shock. And that's what I mean when I said would I answer the question these contracts, yes they're great but do I feel completely comfortable that they're from my perspective, completely knowing everything that's on the table ad I'm saying no, I don't. And that's why it's hard for me now, you know, I have to scramble and look through everything personally you know, and not necessarily having the – luckily today I had a light OR schedule and we had this conferencing afterwards, you know, and I'm able to come and talk to you. I mean this is our longest conversation ever probably, and talk to you about some of these things so you can see, cause I don't think you'd ever, I don't think we've ever spoken before any of these contracts or before any of these agreements were drafted, I don't think you ever got to know, you know Dr. Puchalski's point of view well, but you don't know anything about my point of view, and kind of where I'm coming from. And so I thought it was important that you do that, you knew that. And where it's headed. So I, and the loan is – can you just let me call her back?
Ed	Sure. Sure.
Ed	If you want I can _____.
Orville	No you're fine. That's fine.
Orville	Hi, this is Dr. Dyce, how are you?
Woman	I'm fine, how about you?
Orville	Good. Can I speak to, could you put me through to – hold on a second. Hello Bruce? Hey, can you hear me? Yes, can you hear me.
Bruce	_____.
Orville	Yeah, I know. I'm still meeting with Ed.
Bruce	Oh, okay. that's fine.
Orville	I'll give you a call when I'm done.
Bruce	_____.
Orville	Alright, thanks bye.
Orville	Sorry, can you put me through to 843- are you still there?
Woman	Yes sir.

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Orville	843-496-6571 please.
Woman	One moment.
Orville	Sorry, it's my wife _____. She usually doesn't call me _____.
Ed	You care _____?
Orville	A bottle of water would be great _____.
Woman	_____
Orville	Hey, how are you?
Woman	Good, how are you?
Orville	Good. What's up? I'm meeting with Ed.
Woman	(on other end of conversation – not being recorded)
Orville	I don't know. I don't know. I don't think I'm going to be too late. I'm in Columbia though. I'm going to be driving in from Columbia. I probably won't be home until 5:30. I probably won't be home until – what time is it now? I probably won't be home until like 5:30 I'd guess at the earliest. Sounds good, and I'll call you when I leave here. Alright? Love you. Bye
Ed	There you go.
Orville	Thank you. Yeah, I'm sorry. She was fine. She wanted to move the children's furniture around. That was her emergency. I'm not kidding. Sorry, but yeah, so I, maybe it was just a miscommunication about the whole loan thing that, about whether it was a, but I never heard the words I'm loaning SCENT, I'm giving SCENT a loan. I though, when he kept saying I'm going to personally guarantee it. I didn't realize that that was paraphrase for I'm giving SCENT a loan. I though what that meant was he was personally guaranteeing some aspect some account, some something to get a loan from a bank to lend to – because that's what he had been researching the entire time. I didn't realize that we had left looking at banks for loans and going to himself for a loan. And I think that's what, that's where, you know, it's just another little, what is that, you know, I didn't see that one coming, you know, that I'm looking at. And I think that's where, you know, and it makes me even more nervous about giving carte blanche to someone who, I don't know, he could continue to give himself a loan for the construction, you know, charge us any rate he wants. Like we have no real say in the rate. You know. There's a difference between negotiating in my book with outside entities, like the hospitals and insurance companies and leveraging the volume of patients we see or our coverage area against that. To going ahead now and negotiating within the practice. And I think that's where, you know, if we're going to do that, then these contracts basically give one person a hugely unfair advantage. You know, it's either my ball, I'll take my ball and go home if you don't like it kind of thing. And that's where I'm a little bit hesitant about these contracts have been written, particularly not knowing where the rest of us stand.
Ed	Where do you think, I mean do you mind if we just kind of back up to concepts for a second? Where do you think what do you think the next steps _____ and that's knowing Bob's personality and role, and your personality and role, I mean, because all the lawyers in the world can recommend and do stuff, but what, I mean I see three outcomes, I see ya'll either sticking together and move forward, ya'll breaking up or disbanding or some basis or ya'll staying in some tent ____ for a while until you break out and break apart or start _____. Those are, the latter, I think is the worst situation. I mean that gets ugly and expensive. Staying in a relationship that is not _____ power, and are unhappy or are not getting for they're due, I was thinking about you too. Not just you know, I think Bob has put it in the

	agreement, but, and I guess what's, what do you see as the next steps?
Orville	You know, I don't know. I kind of think minute by minute and what else do I see to – you know one day I come home and I'm like just sign it, just sign it, just get it over it, get this whole thing done and over with. And then the next day I'll come home and I'll say, and you'll be pissed off for a while, your_____ for a while once you get over it and you'll go on being friends again. The next day I come and I say okay you'll sign it, but in six months to a year there's going to be another shareholder's agreement. Cause there will be. I mean there's no way there won't be. And this is my third one in 2.5 years. You know, just new things are going to change every time. You know, you're gonna find out something new that's going to piss you off. Or something new. And it like this uh, and I'm trying to reconcile those things right now in my head and I don't know. I really don't know where it's headed. I really don't know. I don't know what I can concede to and what I can't. Knowing Bob and knowing his personality, I cannot imagine him conceding to anything. I think, Bob, yeah. In his mind I think it's his practice, he started it, he built a beautiful thing, and I do not take that away from him. I mean, he did a phenomenal job. He did something that I could only have imagined or dreamed of. I do, I really do believe that. I think he has an amazing mind for what he does. You know, I would nor relish having to go up against him in anything. I would not relish that at all. But you know, there's a point at which, you know, in my mind for so many years for the years I was here, I was thinking, you know I'll concede taking, not getting an administrative day here. I concede that this is going to be higher up, I'll concede that that's going to be higher. I don't know if he told, you, I even agreed, I said you know, I drive more than anyone else in the practice. I put 79,000 miles on my brand new car in two years. Driving. For where I go. But I agreed for Bob to get a car allowance, not myself. You know, I conceded all these things. And then you just, you know, you just think is it ever going to end? I don't know that it will. Like every time I think just sign it, shut up and just go about your business, you know, like I just know something else is going to pop up. Somewhere, like you said, it's a changing target and every time it changes seems like I get a little bit less of this partnership. Not because someone joined, but just because some new right is eroded away from me. And then the next day I go back to well just sign it, you'll be okay. You can last two more years. You can last five more years. You can last 10 more years. I don't know. You know?
	I think that uh --
Orville	Like the way I'm talking you'd think I hate Bob, I actually don't. I actually like him a lot. I actually like him and respect him a lot. I respect what he does. I think there are a lot of things he does better than me and that's probably why I came down here, and I think there's some things I do better than him. I thought it would be a good compliment. I think I can be, I have I think more of an ability to see something from someone else's point of view than he does, but I think it's sometimes that we have to make it this way for us that makes him special and makes him who he is. Like he says _____ negotiations _____ things you would even dream of asking for. He's like you know what? Let's ask for it and fight for it. And we'll get it.
Ed	And he's, the thing I'd add to that too, is I've seen him more so than any other, I've seen other business people do this, but seeing him do it more than any medical professional is he goes and, I can't tell you how many times Donny Weeks probably just wrung his hands out cause he thought we were done with negotiating provisions, and then Bob will go, you know, he'll get, everything thinks is close to ____, and then he'll go start talking to his peers across the country that have done similar deals and find out what problems they had down the road. And _____ that _____ until he got to that point, but you know, _____ negotiations. I'll tell you an example, there's a clause in there that allows _____ a place in that surgery center if they come on board. And that's something

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	that's totally for my group. I mean, the thing I hear you saying is I don't always feel like I'm being allowed _____ information and access and I ought to be able to be a backstop to stop some things and then you're not sure, and this just may be Bob's personality, I mean he might just be a type A personality that's going to be constantly moving and thinking and doing all that stuff _____ but the only thing I hear you say is you're not sure all this economic stuff makes sense. And that's all stuff, you're the only person that can decide that with Bob. I mean, ____ the lawyers to say that's right or wrong or not. And I can tell you there may be alternative ways and I think you know some of this is sort of hearing concern, I mean it almost, I go back to what we were talking about earlier, is maybe trying to get the two of ya'll together and even if Bruce was at the first meeting or the second, but there may be alternative ways to get to the same conclusion that Bob wants that addresses your concerns too. I think one of your concerns is I don't want to be doing this every year. I don't want to be doing this every six months. I think if I had to summarize what I think he was doing, was trying to put the structure in place and then the newer shareholders, you know here's the model. You're covering the model and not go through an extensive set of negotiations with every new shareholder. I think it only probably stands to reason something may come out of those and you guys coming in that ya'll end up wanting to modify for them.
Orville	Yeah but --
Ed	I mean maybe you can --
Orville	My point though, I feel as though, I feel it will be something we can live with and then regardless of how many he put on the board, how many shareholders are there but not on the board, you know, we may just say one person can say, you know what? I think we need a new agreement and we sit down and have to fight and hash it out again. And it takes a lot out of me. Like I don't – I don't think I ever recovered from last year and that wasn't even that brutal. I never felt good about that contract. You don't know that because we never spoke, but I never ever felt good. I never felt like that gave me a fair shake or presented my interests at all. Never. You know, it was almost insulting when he came back to me with the 18 month provision. I was like, it just made you realize that he thinks I'm an idiot. That's an idiotic clause. It's just an idiot- I was like I cannot believe he just put this, I was like fine. Just let it go there.
Ed	There was one scenario. I ___ drafted so long I can't tell you the thinking but there was scenario, and I --
Orville	And then this new contract seems to confirm that in a lot of ways. It's like, alright, you know, my whole life I've dealt with people thinking I'm an idiot for whatever reason. And that doesn't bother me at all. But now it just is kind of ringing a little bit more. It's a little bit closer to home. Not that I care about Bob's opinion or what he thinks about me, but it's just, you know, we're supposed to be in a partnership. Doesn't mean he has to run roughshod and you do anything and you say anything, which I guess for him that's what partnership means. And we're saying sometimes there are different tiers and that I understand, but you know, it's just not --
Ed	_____
Orville	Yeah, you know but these things do leave a bad taste. And I even said that to you last year. When you said you're thinking about ways to keep the practice together and I even said it to you that you know, I think these are the kind of documents that actually split practices apart. I cannot imagine good feeling moving forward _____. You know, I can't say we really hung out last year. I mean I don't know if you noticed it, but we didn't. You know, in residency we were dead tired and we'd go eat wings at some bar somewhere. You know, like,

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	now we live close to each other, we have the finances to do it, we have the means and we even probably have the time off, but do we do it? No.
Ed	And you think it's because of this?
Orville	I think that had a lot to do with it. Whether he recognized it or not. You know?
Ed	The uh, the thing that, I mean, I think you ought to share that with him. That the –
Orville	I think it's a moot point.
Ed	No, I'm talking about the first part about it's hard to feel good about being in business if you want to get this detailed. I think the, there's just a part of me that believes that this isn't the only way to accomplish stuff. I mean you can --
Orville	Well, it would be nice if you could suggest some of the other ways.
Ed	Well, it's almost – I go back to you almost got to --
Orville	Like I don't know the other ways. Like I don't write the contracts for a living. Like, if he wants to accomplish something it seems that there'd be a way. And maybe, maybe we kind of sit all together and legally term it in such a way that it's not so, it doesn't seem so I don't know what the word is – but it accomplishes the same goal. Like right now, like you said, if you were my attorney and you saw this, you'd be like what they hey, you know? This is incredible.
Ed	The thing that, I tell you, I think the thing that it represents is is his thinking. And I think it, very little of it, the economic stuff aside, very little of the rest of the stuff, it was thought out in terms of specific instances of where something and run awry. What I would suggest to you is what normally happens when folks negotiate contracts and depending upon the type of contract setting is, you know, you hear the other concerns. You put on paper what the first objective is, and you hear the other concern and then you come back and start balancing, you know, try to rebalance to either address both concerns if its possible or come up with an alternative way to try to get as close as possible, or have some middle ground and you both can say, yeah, that satisfies my concern. And I think some, I mean, I would _____ I think getting the two of you together is sort of the key to hear the exchange and sort of get an exchange going and I think that you know, some of this is a, I mean, a test for what comes down the road. Cause everybody else that comes in is going to have to sign the agreement _____ price.
Orville	If they're allowed to come in.
Ed	Yeah. I'll tell you, I've heard nothing to say ____ Chad about coming in. I've heard nothing said that Macey's not coming in.
Orville	Uh, okay.
Ed	And I'm not pretending to be in the know, I just, I haven't heard that in any sense. That that's _____. And I think that the, I would recommend ya'll try to resolve the malpractice and the real estate. And if you're satisfied -
Orville	And the distributions.
Ed	And the distributions. I mean try to resolve _____ when he was leaving here on vacation that he was just real insistent that you've got to either reach out to Orville or you've got to reach out to his attorney, but this stuff can't just sit. And he's --
Orville	I was willing to go through with everything until he stopped the distributions, and then I said, well, if for some reason, because I thought that based on the contract he could separate me from the practice. And I said well for some reason he separates me from the practice I'm not getting

	a distribution, yet I'm on the limb for a loan that I have to pay out. That's a huge hit for me. I'm already taking a big liability for ending up having to leave the practice.
Ed	He can't, the way this agreement is written --
Orville	If we do a vote to vote me out and it goes to the board, which are the managing shareholders, a one to one vote, what would stop him from voting me out?
Ed	I don't think he can do that. I think the way the agreement is written it takes all the --
Orville	Minus the person that's being voted out. It would be the unanimous vote of one. Even if Chad were here and not on the board, he could vote me out. Based on the new contract. Because I didn't want to sign this. Do you see my point of view?
Ed	No, yeah. I see your concern. I'm not sure that's the way this current contract works.
Orville	Well if you could look at it and just email me and let me know. That would be something important for me to know. What, based on the contract, what can he do to me if we never agree, just starting from that standpoint.
Ed	And I think the thing that I would tell you without even looking, I'm going to keep looking while we're talking. The more likely scenario is your ten, the contract your in, there's no reason for anybody, I mean if your performance _____ function, I'll go back and look, but I don't believe there is a reason you can be unilaterally terminated.
Orville	But he could say well you didn't sign the loan agreements, you're not fulfilling your fiduciary duty and terminate me that way.
Ed	Well, that's really a separate entity. I mean that, that's sort of the difference -
Orville	So I couldn't be fired from SCENT for not doing that.
Ed	No, but what I'm suggesting to you, your fiduciary duty is SCENT landholdings. _____. You need to make a decision.
Orville	Okay.
Ed	And if the building is going to sit there and become dilapidated or cost 10% more and then --
Orville	How do I know that that's true, though? I've never spoken to the builder.
Ed	That's what he said, there's some product, there's some step in the masonry or something, but I think the other, the indirect thing, I'm not, and I don't want to see ya'll end up doing litigation and you know, but it has happened and I've been involved where the scenario I told you about, there's to neurosurgeons and it was just a war. And we ended up withdrawing and their separate counsel fought it out but that's the kind of thing people would start saying, you know, you didn't exercise your fiduciary duty and it damaged our reputation over here. And now we can't get – you know, that's the stuff that will come out, people starting to fight it out in litigation, all I'm saying to you is, and really Bob asked me to ask at this from the entity's perspective, ya'll, it would be different if ya'll had a piece of land and you were deciding whether to build. But you're already implementing something and he's offering to, because he feels it's so important, because SCENT is actually the beneficiary, is going to be tenant of that, he's saying, and I don't now if you know this, but he's went and got his parents to help put up collateral so he can get the bank to lend the money if he's got to do it if you're not willing to financially secure the loan because of your uncertainties, then he's got a loan ready to close tomorrow on that building. I said Bob you still need to go back and try to get Orville to consent to this. You need to get his wife's consent. And we haven't had time to talk about this because he's been in airports and all that kind of stuff trying to email him that. But what I'm

	suggesting to you is go deal with the building question and get that on the right track, and if you're not comfortable being on a note, he's saying I'll be on the note. And I'm telling them, and I'm not telling him this as his individual _____, I'm telling him, if you're going to be on the note, you ought to at least make sure you have access to the property as collateral. I mean it's just foolish to guarantee a note and then _____ assets. That is the _____ you _____ percent _____ and you come back and says there's no urgency or I don't have enough information, you gotta give me more facts, or I gotta talk to the builder, those are all, it's really your wife doing that. And that's the other thing. It would be better not to scramble your wives all up in the middle of this either, too, but I think you need to make a decision about the building. I'm not saying you gotta go close the loan, I'm not saying you've got to approve it, I'm saying --
Orville	So once this happens, so I'm continuing to withhold my distributions. Nothing.
Ed	If there's a business, then I can tell you why it's withheld. If he tells you we don't have cash flow, then you need to try to understand it. If he's saying _____ but normally as an officer I think what the agreement says is he'll make distributions at his discretion based on the company's needs. But just saying because you haven't signed a contract _____ business need. A business need would be what are the business expenses, what is its cash flow, _____ SCENT, the corporation, the practice has loaned money to SCENT landholdings, that may be part of the reason. I mean that may be part of the cash flow holdup. I don't know.
Orville	It was before that. It was long before that.
Ed	I think you just put that on the top of your list tomorrow.
Orville	Okay. Alright.
Ed	Because that's -
Orville	One other thing before I, and I don't have anything unless you have anything else.
Ed	I would just say deal with the malpractice, deal with _____.
Orville	The real estate.
Ed	Identify those as urgent. I mean deal with those. And then I think you know, ya'll try to agree upon the approach. I mean I think ya'll need to, that's why I asking you, you know, what you felt the approach was. My approach is and even after talking to you, I feel more strongly about it, you know, I think the path to resolve this is to try to get ya'll together and let you sort of vet your problems with the agreement. _____ at it now. You need to have your hand at it.
Orville	Okay. You, one other thing, do you have the agreements currently under consideration with Carolina _____, a copy of that?
Ed	It's a _____ there's _____ fast except the _____.
Orville	Yeah. That's what I was talking about _____ can I get that?
Ed	It is a management agreement that _____.
Orville	Do we have one for Camden too or is it the standard one?
Ed	It's the same. It's the one that came out of the _____.
Orville	The Camden.
Ed	_____ negotiations.

Orville	And we're still waiting for the valuation on the _____. I think they got it. They have it.
Ed	I think they got it. I don't think I've opened the email, but it came in last week.
Orville	Yeah.
Ed	And I think _____ they jointly, in fact there should be _____.
Orville	Okay.
Ed	But the company that came in, I don't know how familiar you are with those negotiations with Kershaw? But the thing that the hospital, one of the things they got, that their lawyers got all hung up on that they didn't want to see ____ up put in there.
Orville	Yeah, I remember. Oh yeah. Yeah.
Ed	_____ in your offices. And I don't think anybody else has raised that same objection. _____ it was all new, I mean, it was _____ site. That company was _____ be the subcontracted management and ___ services in and you know, what Bob did was basically _____ a good part of that agreement. And the idea is the _____ entity is a management company. And it manages a _____.
Orville	Or any other lab.
Ed	Yeah.
Orville	It can manage any number of labs as an independent.
Ed	Well it's managing your lab _____. _____ yeah, in the independent labs. _____ I've sent that to, it went to _____ northeast counsel a long time ago. And just kind of got stuck, I don't know what their point there is. Carolina Pines has been responding and they've gone the next step in getting the valuation. And then I just recently heard that Donnie is now talking to _____ and his is not.
Orville	That was my point to Bob. See? I told him we'd be better off with if we did it ourselves. The initial capital outlay, and we can probably negotiate a better price.
Ed	_____ .
Orville.	Donnie. Yep.
Ed	That's where he always _____ plan B, where he wouldn't negotiations. So.
Orville	Yep.
Ed	I can send you that. Let me make sure I got your questions down. You want to know _____.
Orville	What can he do to me if I don't agree? I would have a hard time seeing him acquiescing conceding any point in that contract. That's why sometimes I wonder I mean I'm going to go through it and then do it in a good faith manner but I just wonder if he's truly going to do it. _____ some things may have to come out of there.
Ed	Does he care about _____? The explanation I heard was it was used for market. _____ I don't know the answer to that.
Orville	I'd rather not pay for someone's country club membership. Yeah, I'm not even a member of the country club in the town where I live so I just you know I don't golf, I don't do tennis, you know just save the money because I do not have money that I'm being taxed I'm paying for myself.

Ed	I wonder if it is used for business purposes.
Orville	_____ corporate membership for anyone where anyone can go and use it. If I ever wanted to go, I would have to you know _____ acceptable but to just have it is one for _____. We do have a lot of people stay there when they come in to interview. A lot of people interviewing every week.
Ed	What is Springdale _____?
Orville	It's kinda of, it's like a private club, kinda like a country club but it doesn't, it's not – there's no _____ dinner and I don't know what else they have. It's in Camden.
Ed	It's like a
Orville	I don't know what it is – maybe like a horse club or something. I have no idea. I don't know what it is. I've eaten there. I live in Hartsville, yeah. It's in Camden. I live in Hartsville.
Ed	Um, _____ fiduciary duties _____ protection provisions for you.
Orville	Yeah, just throughout any other contracts.
Ed	I still think – I know the management agreement – the proposed management agreement for Somus. I still think that um the only way – the only way to address your concerns is to hear your concerns. And just go through it. And let Bob -- I will tell you it's just human nature to the extent – and Bruce was kind of arguing for this early on. He said this ought to be all equal and _____. This is the founder and creating a hierarchy. I think it would be against human nature, I'm not trying to defend either one of you or speak for one of you is positioned better than the other, I'm just saying for him as a founder to put this much we're seeing on paper and just to retreat all the way back to – this is pure democracy. I don't see that as realistic and I'm not saying it wouldn't happen. I just think people being _____ direction _____ what I see in contracts is people trying to reach mutual objectives isn't a retreat. It's a movement forward. And that's the way I would sort of suggest it to you and suggest it to him. You know he's articulated what he thinks is important for the practice and what he thinks is important to him personally. It has to now be balanced with what you think is important to the practice and what you think is important personally for both of you. And so the thing I was telling Bruce you know, I couldn't speak to things like _____ 'cause I didn't know if you were doing those things or valued what he was doing. The simple question is what is he worth? I mean you as his business associate and partner, you have to figure out what he's worth to this business and what rights should he retain to move things forward. Now it's kind of at the end of the day. And you as the other 50% shareholder, you have the – you have the complete ground to say yes or no to it.
Orville	Okay. All right.
Ed	In terms of y'alls' meeting tomorrow, I would suggest --
Orville	He says he wants to go through the contract line by line and tell me his thinking.
Ed	And – and I would invite you to do that and you don't have to. I wouldn't invite you not even if you were doing it with me present, which I still think would probably make sense at some point and then maybe you know getting Bruce involved, whether that's being a second kind of – you don't have to feel compelled to respond in real time. I mean I'll just tell you _____.
Orville	I'm not – I probably won't do much more than just take little crib notes by what he says so.
Ed	And then you can formulate your thoughts and responses and --

Orville	Okay. Thank you. And I'll wait for that by email.
Ed	Okay.
Orville	Do we have any agreements pending with any other entities out there or any other like LLC's that I don't know about.
Ed	No. I think – not that I know about. I mean I wasn't involved at all in the equipment company. ___ two or three other names in that shareholder agreement. There's SCENT Land Holdings, there's the Scott LLC.
Orville	Yeah there's an equipment company. Who wrote that contract then?
Ed	I think it was the local attorney.
Orville	All right. Well that's that. There's – the only ones I know about are the LLC, Somus Equipment.
Ed	Somus would be Somus USA and I --
Orville	You said that was not compliant? That's _____. You think the comment Somus was not compliant, is what way was it not compliant?
Ed	Well now I noticed this – I'm going to share this with Bob. It's got – I mean Somus LLC and the entities that the two hospitals started talking to – that's what _____. All right, back in the fall sometime Bob basically said I want to move this to be Somus USA and I want to rewrite the operating agreement.
Orville	Why?
Ed	The things I said in the email. He wants to put in some more protective provisions.
Orville	More than what's already in there?
Ed	Yeah.
Orville	That's so pitiful.
Ed	Well I think it parallels with – I think the two are – he doesn't want to be you know – the idea was you don't buy in and I think you just need to try to understand – let him explain his thinking, but the way I understand it is he's gone off and negotiated this stuff. He's gone and off and doing this stuff and the Century holders would come in and come out as the shareholders. You know --
Orville	You mean because he negotiated he should have --
Ed	His thinking is that he --
Orville	Now the only thing with that is he gets three or four half days to do that while the rest of us are getting through 20 pages per morning and 20 in the afternoon or doing OR 'til 6:00 or 7:00. I mean, that's kind of what allows him to do that. It's not like we all have the opportunity and we never did it. I mean maybe we would have thought about it and maybe – probably we wouldn't. Okay now so that's – and this is kind of the thinking I have like it's great – I think he forgets like when he was by himself I remember him calling me and telling me how he was just running around like a madman and doing all these things. That's great. He got compensated for it. My point is now with us here, you have a lot more free time to do things and it seems like more and more this free time, this administrative time is being used to carve out these little niches for yourself where you get something over what everyone else gets both from a financial standpoint and from a time standpoint. You know I saw Bob the other day and

	I you know he's like hey, I _____. I have _____ 7:00 in the morning you know. Like it seems fair I know you're listening to him and it seems fair to do that but there's a lot of people making compromises so he can do that. I _____ you know. I've seen him come in with a haircut. I've never gotten a haircut in the middle of the day. I can't even get a dental appointment 'cause I don't have _____ without complaining. I'm not saying this to garner support for me or to engender any kind of oh, poor Orville. Nothing like that. What I'm saying is a lot of our efforts have gone into helping him do the best he can and be who he is and kind of do what he does. You know we've never complained. We never say oh, because you see fewer patients you take less money home. You know because you do this you take less money home. It's always been you know split 50/50 – in theory split 50/50. So on one hand we're getting this clinical revenue generated split but then when it comes time to okay, let's all benefit from the administrative stuff. Oh no. No. I did this. This is me. And it doesn't – I mean there's a disconnect there and you know it's one of the things coming up with a differential way to pay people. You know I don't know. I'm not saying it is or isn't. I'm just saying I don't know. I'm just talking right off the cuff now. And that's why like every time I see these, we're basically and now we're going to be paying him a fee to come up with these things against us. I mean just a sense of fairness if you could bring that up to him, 'cause if I bring it up to him, he's going to say no. But as a corporate attorney and me a shareholder I'm going to ask you to bring it up to him, like how do you reconcile those? And that's all I'm asking. You know like you've never spoken to me before and you would think yes, it's great ideas. Okay. It's his great ideas but guess what you know the great ideas need time to develop. They need someone to do the legwork and that's him but it doesn't mean that he's solely responsible for all that. You know the practice, back when I joined, or when he started, was very different from what it is now. You know, it's not by coincidence. It's like I said. Chad, Michigan trained, one of the best programs in the country, you know? Macey, trained UAB, awesome program, was at that Boston Children's program. Harvard's program. I was at Hopkins. You know, he did a c – you know it's not just him. I know he thinks that, and I know he thinks he doesn't get enough credit for it, and he probably doesn't, but it really is not just him.
Ed	Uh huh.
Orville	Yeah, and that's my point, you know, I guess that's my parting shot. It's just -
Ed	Is there a way that if you were, is there a way that you would sit down with him, would ya'll's relationship even allow you to do this? To figure out, you know, for instance, what his value is for a particular service to the group. Uh, you know, like one of these 15%, I mean, 15% is a number that, you know, he's thinking of, 15% I think is one of his things. But I mean, if, how would you, well, I think everything you've just said is perfectly legitimate and reasonable, and I think, I mean, what I heard you saying is look, we, I think we made have paid for him to go do these negotiations _____.
Orville	Yeah, we paid for your – I paid for your salary.
Ed	We've already subsidized some of that, some of that -
Orville	Yeah. And we subsidized it because remember, in that contract you wrote, there's a fudge factor so for half days you average all of his half days and you put that into what he's making, so it looks like that's his number that he's earning for the year. If you remember that tax credit --
Ed	He gets credit for _____.
Orville	Yeah. You know, so there's a lot of – otherwise he'd been in default of the contract saying

	he's falling under, potentially falling under some number. There's a lot of things that have already gone into paying for Bob that he doesn't realize or doesn't acknowledge. And my point is, you know, at what point, you know, okay, 15%, okay now I want 20% because it's even better.
Ed	How would you, how would you sit down and --
Orville	I actually don't think he'll listen. In all honesty, knowing Bob, I've known him since first year of residency. I don't think he'll listen.
Ed	_____
Orville	You've seen him with Donnie. He's not going to listen. You really think he's going to listen?
Ed	Well, I, I'm going to tell him I think he needs to listen. I mean, I'm going to tell him I think – I mean I'm trying to see how ya'll _____.
Orville	The fudge factor, he always talks about this gradient. And how you can do a, do it in time or finances. You know, you can reimburse people by time. Well his time, and yes he says I work real hard during these times and whatever else. I've never worked out an administrative day. I've never gone to the gym, I've never gotten a haircut, I've never done any of these things. So I know you work really hard, but you have the option of blocking a period, saying I do this. You know when I get my dental appointments? I ask the dentist to come in at 7:00 in the morning before my 7:30 clinic. And I run 15 minutes behind to get whatever cavity I need filled, and I'm numbed up and I'm drooling and I go into clinic. I cut my own hair at night. You know, like if I get off at a decent hour, I'll try to sneak in and _____. I don't really tuck my kids. I mean I tuck them, I love them. No, but that's what I do. You know like so there's this huge gradient already slanted towards him for vacations. He's on vacation again Thursday, Friday, or AMA or whatever it is. These are edicts that he made that you don't take vacations consecutive weeks in a row. He's broken every one of them. We all have to get our vacation signed off on by him but he doesn't get his signed off by anyone. In the summer he was off so much, I couldn't get a vacation. And I came back, it was the first time I came back just exhausted. Like I did not get a great vacation, I did not get a great time. I mean like, he gets a lot of things slanted towards him is what I'm saying, as, and we kind of, you know, not that we let them have it, it's not a matter of we want him to have it or not have it, he gets it. You know, I don't complain. I'm like, you know what? The guy worked hard he deserves it. But then, now, to come and say well I'm going to pay you for doing all these things and getting more time off and negotiating these deals that by the way benefit you more than the rest of us? I mean, at some point, some sense of fairness has to come in here. It's not even close to 50/50. So I'm arguing 50/50 just to get back up to the mean. I know I won't get close. I'm just saying at what point do I not make it 75/25 or whatever else it is? You know? And he won't see it like that. I know he won't.
Ed	So the, if you don't feel that there's a process that you can sit -
Orville	No, I'm going to sit and talk to him, and --
Ed	_____ if you were, rather than him writing fees into the agreement, is there another way?
Orville	I mean, we could figure out a way, I mean, we're all smart, between you, me, Bob, Bruce, we can probably s it down and figure out a way to you know, do some kind of scaling pattern to do something. Whether he goes for it or not is another story though. I don't, I'm not, I mean just knowing him, I don't know that I would necessarily see him doing that. Which is the sad part. Cause I really do value him, his friendship, and what he's done for the practice. But like I said, I said what's enough? He's like I don't know. I remember when he said that to me. I was like

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	what is enough? He was like I don't know. So _____ I don't know what to do. I don't know. I don't know either! If you don't know I really don't know.
Ed	_____
Orville	Yeah. I don't know. I mean he is who he is. He is Bob, which makes him great, makes him absolutely one of the most phenomenal people I've ever met in my life. But it also makes him who he is.
Ed	I'll try to figure out a way to approach him _____ it's a legitimate point. Do you need your parking card stamped?
Orville	Oh, did I leave? You know where – I didn't park on Washington. I parked on somewhere. I don't know where this is.
Woman	_____
Orville	No worries. It's alright. It's no worries. I'll just pay for it. It's around the corner.
Woman	_____
Orville	It's no worries. It's good.
Woman	_____
Orville	Yeah, I just saw it. People were driving.
Ed	I'm going down to 12 _____ 12.
Orville	Okay, no problem. But thank you for meeting with me.
Ed	Oh, no. Glad to.
Orville	And that you kind of get a sense of my perspective on things. It's not, you can hear it one way the whole time. That, it's not that it's not true, it is true, what he's saying. But there's a whole other side there that maybe he doesn't realize, or he's not mentioning or he's kind of glossed over a little bit. But I think it needs to be said.
Ed	Oh, I agree with that, and I agree, I'll try to find a way to present that ___ can lead to some meaningful conclusions of it. Because it, I mean, until you get both parties having a chance to input and reach some common ground _____.
Orville	And that definitely has nothing, well you're going to look at it from my perspective anyway, you'll let me know. So. I didn't have a whole lot of input into any of those, well I didn't have any input into any of those, see we'll see. Great view.
Ed	Yeah, it is. It's nice t have some _____. I don't know if you're familiar with that, but it --
Orville	No, I don't know Columbia a whole lot, I don't – where am I going _____.
Ed	But we had to go to the parking garage and we didn't have any --
Orville	Do you look at a _____?
Ed	_____ parking garage. And I'm on the same side, I'm not as high up, but _____.
Orville	Take care. Thank you.
Ed	I'll try to reach him and then let's just try to see if we can plan a next step.

Orville	Okay. We'll do that.
Ed	_____.
Orville	Sounds good. Thank you.
Ed	_____
Orville	You too.

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100316_001 bob justifying his firing

Orville	_____ meeting *[ordering salad... to go box, so can I get a chicken taco please... Small, no onions, with guacamole, etc. plus Diet Pepsi.]*
	In a loud, public place, lots of exterior noises... I can't hear/understand most of the conversation(s)...especially what Bob is saying.
	How's _____
Orville	Great.
	Good
	Say hello to him for me
	_____ work?
	_____ works
	Sorry?
	She _____
	_____
	What do you mean?
Orville	We can. I feel like we have a number of times. Any time we do, _____ same thing _____ leave the meeting asking for the same things that I go into the meeting asking for. I'm willing to do, I'm willing to do whatever you want to do.
Bob	_____ reconcile _____ what I want to do _____ continue to do this. _____ this _____ _____ says that _____ just gonna make it more difficult and _____ be interested in doing that or do you think that would hurt us?
Orville	I mean I'd be interested in doing it. I'm never going to turn down, I don't think I've turned down any opportunities to talk so far, but you know it's not a _____ it's not a 1-way street, it's not a you sitting her listening to this, it's like a 2-way street where there's an exchange of dialogue not one dialogue takes precedence over the other. You know and I feel like that's what's been going on the whole time, you know. And mean look I make a simple request and right now I'm fired.
Bob	I know that's the way you were going to phrase _____ much more than that.
Orville	_____ you did.
Bob	_____ swear _____ this _____ reconciliation _____ say it's ____ 1 side dialogue _____
Orville	I don't think that's true. I think every time you've had a meeting whatever day it is, I've come

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	back, I've driven back from Hartsville, come back late, been told this is going to be there. It wasn't. Someone didn't show up or I end up walking into something that you, Ed and Teresa and ambush. You know I sent Jamie in to engage you and she gets ambushed. I mean Jamie's in tears. I mean it's just it is what it is, I mean like you're having difficulty engaging me...
Bob	You haven't been _____ discussion about the issue _____ discussed the issues _____ against me or you _____ I guess _____ obligation to listen, but it hasn't been _____ we were talking about side issues that _____ main issue, the main issues have _____ every month _____ engage _____ try to ...
Orville	Okay
Bob	_____ to _____ a room just you and I _____ sit down _____
Orville	Okay
Bob	_____ _____
Orville	Okay.
Bob	I was _____
Orville	How _____
Bob	_____
Orville	No, I gotta hang out with Jamie tonight. Got _____
Bob	_____ understand _____
Orville	This will be a really bad week for a number of reasons that I can't get into.
Bob	How about Sunday?
Orville	I'll be traveling on Sunday.
Bob	_____ come back later _____
Orville	I can discuss it with Jamie. I don't want to cut her time short.
Bob	I understand that.
Orville	She's already thinking about what happens if we have to leave _____.
Bob	_____ reasonable assumption that _____ _____ between now and _____ satisfied _____ Sunday _____ I think we _____ I think we _____ jus _____ what I'm thinking _____ discussing _____ need to know where you are _____ since _____ issues _____ discussing _____ don't know _____ _____ _____

Orville	Guess so. I'll talk to Jamie about what our plans are.
Bob	_____ mutual _____
Orville	I I can think about all those things. Let me talk to Jamie because I'm not even sure, if it's not well received I'm backing out. I'm not going to push it with her at this point.
Bob	_____
Orville	With her. With her for me to be away from her, with her _____ promised her this week. I told her I was going to put everything aside this week don't worry about anything and just move from there. However, and I don't want her to feel like I'm cutting that short and I'm trying to short change her.
Bob	I...
Orville	That's why I said this week probably not the best week, but I'll still check with her and see.
Bob	_____ but just so I can change my flights ____ let me know _____ ?
Orville	I can I can, yes, I can try to do that.
Bob	_____ I'm going to make arrangements for that but there's no obligation from you whatsoever, you know, _____ no obligation _____ no _____ or anything _____
Orville	Okay
Bob	_____
Orville	Okay
Bob	_____ If Jamie doesn't _____
Orville	I really don't want to talk about it _____
Bob	Sorry. _____ I'm sorry.
Orville	That's all right. What's done is done.
Bob	_____
Orville	All right. Anything else?
Bob	_____
Orville	I'll get back to you about the meeting. _____ see from there. All right.
Bob	_____
Orville	No problem.
	Hey! How are you? You doing okay? I'm good. I'm good. Good to see you out and about. Always _____ different in the doctor's office. _____.
	Dyce
Orville	Yeah. [laughs]
	Man _____ all the time.
Orville	That's all right. I do too. [laughs]

	Good to see you
Orville	You too, take care. ***[driving away]*** So he wants me to meet with him on Friday. He's says _____ not the relationship we're talking about but he wants out of the goodness of his heart he's gonna cut his trip short that I have not been willing to talk to him. _____ me driving out there at all hours of the night every night um he says that he has, he doesn't even know what the divide is, what the casum is. Anything else? _____

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Dyce	Yeah well I'm hoping I see -- I'm hoping I see yeah I'm hoping I see 30 to 40. I'm hoping 30 is a minimum and 40 and I want an HIA set up I want the whole thing. What. November. April 14th. Yeah go ahead. The recording is on I'm saying April 14, 2010, meeting with Bob at La Fiesta. Okay. I am already there. I'm already here. Alright love you. Anything else. Thank you so much for taking care of that computer issue. I feel better about it now. Alright. Alright great thanks. I will I will bye love you. Hey how are you. How you doing
?	Hey how you doing?
Dyce	Good, what are you up to?
?	Just hanging out.
Dyce	Just hanging out.
?	Yep
Dyce:	Okay.
	I'm _____ I'm disabled now, so
Dyce:	Are you really.
?	Yeah. My heart
Dyce	Wow.
?	I was telling Dr. Puchalski I just did three more stints in my heart in December, so
Dyce	You are way too young for that to be happening to you. I'm sorry.
?	I'm 47.
Dyce	I know. I'm sorry I'm sorry.
?	I appreciate it.
Dyce	Well it's good seeing you. You guys take care.
?	You too.
Puchalski	She got three stints.
Dyce	I know she was just saying that. Is that why she stopped working?
Puchalski	She got sick yeah I think about three years ago _____
Dyce	Can I just get oh never mind never mind.
Puchalski	Inaudible
Dyce	Water, it's alright when the waiter comes around he's not the waiter.
Puchalski	Inaudible
Dyce	That's fine.
Puchalski	_____ sick and she lost about 30 pounds and maybe 60 days _____ thought she had cancer, she had this cardiac issue. _____
Dyce	Yeah I remember
Puchalski	So and she's somebody who's use to working _____ five or six years ago she worked _____ she's _____
Dyce	She looks alright though, she doesn't look that bad yeah
Puchalski	Inaudible
Dyce	Well I got to talk to these guys at _____. I may have to just stop on the road when they call. Or maybe I'll leave quarter to 8 and see if -- how close I can get to home before they call back
Puchalski	half hour or something
Dyce	About that yeah
Puchalski	Listen I _____

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Dyce	I just want a water please.
Waiter	Water?
Dyce	That's it.
Puchalski	inaudible
Dyce	Probably should have what
Puchalski	Thank you so much Isabelle.
Dyce	Hold on a second. Hello. Yes. The what the what I'm sorry. Oh yes yeah. No they told me you were gonna call at 8. Oh yes she said 8 cause I said 6 and then we um there was some issue and so I just said well let's move it to 8 is that okay? Alright thank thank you so much. Bye. Sorry.
Puchalski	You okay?
Dyce	Yeah.
Puchalski	_____ I'm fine
Dyce	No no I'm good. It's gonna be a while, it's a long talk.
Puchalski	So _____ try to see _____ on getting _____ sense that we're getting so I just want to talk _____ and see _____ some sense of
Dyce	About what?
Puchalski	Whoever _____ for a reconciliation.
Dyce	Well actually my attorney Morris had said that he had a real good talk with Gus he thought you know it was headed to a real good place and then and thank you.
Puchalski	Yeah are you gonna eat something?
Dyce	Na I'm good.
Puchalski	Do you care if we have drinks _____ just a little later _____. Thank you.
Dyce	Yeah and then you know he showed me a letter that was sent back by I think Gus is it and it was just a very bam go in your face kind of thing. And I was like oh okay.
Puchalski	What was the bam boom in your face thing.
Dyce	It was the most recent I don't remember the details I kind of just scan them I don't get into - but it was just a letter that blamed me for the whole thing and then kind of offered some stupid severance package and then some I don't know it was just not a good letter and then _____ said we were gonna it was just kind of more of a closing. I don't remember the details I mean cause I kind of saw it a day or two ago. And I kind of went through it with _____ and I was like okay that's fine. You know it's kind of pipe dream anyway so I was like alright, we're just okay with that. You know it just seemed like I mean Morris is excited he's like yeah this great you know I don't I think this -- he's like Orville I don't think this will go to litigation I think you know we can get this worked out we can come to some agreement and then it was just a he was like wow that's not what he expected and I think he sent a letter back -- email I got. I haven't even read it -- I haven't talk -- I've got so many things going, I haven't kept up on all the emails. But it just wasn't a good _____.
Puchalski	inaudible
Dyce	Yeah so.
Puchalski	_____ Morris and Gus _____ as oppose to Morris _____ shouting matches.
Dyce	It might have been Jim.
Puchalski	No I don't think it was Jim.
Dyce	I don't know if it was Gus or Jim. I don't know who it was but it was someone.
Puchalski	Inaudible -- I think that _____ along very well. So, but any case my _____ was _____ very _____ negotiation _____ asking for _____ so _____ that's

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	what Gus _____ was the sixty days _____ sixty days
Dyce	What that Morris -- he told me he was gonna put that out there and he said you know _____ and he said it was sort of rebuffed and that was the end of that. So I said okay that's fine, I'm mean I'm no better or worse off than I was before, so it doesn't really affect me that much.
Puchalski	Can I offer you _____ absolute question _____ offer you two business propositions _____
Dyce	Sure.
Puchalski	Do you think just a thought when Morris and Ed were talking _____ were you happy because they weren't _____ or were you unhappy because of the _____? _____ important question please.
Dyce	I mean I don't I don't when Morris and Ed were speaking well
Puchalski	In other words did you _____ reconcile _____
Dyce	Wait when are we what are talking about. Like I've never not wanted to I've never said reconciliation is out of the question. I never once said that. I never once said it to Morris, I never once said it to you or anyone else. I don't think I don't think so I don't think I've ever been against reconciliation. At the very least I like the resolution and you know I don't think anything in my mind from my standpoint nothing was off the table you know. Whether it's litigation, reconciliation and everything else in between. It wasn't.
Puchalski	Now that you've said _____ said it some of the actions that are being pursued from _____ taking signals from _____ desire to try to _____ so that was meant to _____ a way toward getting to a point where reconciliation could be possible _____ because if we've got _____ aren't my _____ to _____ there's a way that I'd like the door to be open _____ reconciliation. _____ perceived that way _____. Is it perceived that way?
Dyce	I like I said when talking to Morris I know neither him or I have said anything's off the table. He gives me he said this wasn't a good letter, obviously they want you to honor it. This wasn't a good letter obviously this is not -- but this is the way this is our perception based on these letters. And he showed me the wording on the letters. But whatever is not true or not true -- true or not true, he says you know and he's right. He said you know you don't know what you're reconciling, you don't know what you're doing, you don't know anything about anything right now. You know at the end of the day the only things are the facts on the ground as he likes to _____ you've been served a termination letter, come May 9th there's a good chance you may not be with the practice. You still don't have any other documents to review for your own and that's the end of it. That's where we stand and oh and by the way you don't have patients under a schedule, that goes along with that. You know I mean these are the kind of things that we're seeing. So I mean it's easy I guess to talk reconciliation if he sees kind of you know you're saying we're not handing over anything. I don't know that we have a whole lot to hand over.
Puchalski	On my end which _____ the same _____ just so we know. We're saying the same thing _____ you know don't forget where _____ don't forget _____ still a lawsuit involved. Don't forget that Morris has told _____ that _____ fire you, don't forget _____, don't forget that _____ quote

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	unquote litigation strategy. You know I understand that that's something I understand _____ I _____ litigating. I think that everybody gets cautious you know what I'm saying? I mean really.
Dyce	I mean the facts on the ground remain the same. If you were in my shoes I handed you a termination letter what would you do?
Puchalski	_____ same thing _____ if you were me
Dyce	I would hand over the documents freely, I have nothing to worry about. I have always done the right thing. I had always done the right
Puchalski	
Dyce	I'm not giving anything to Chad. I could give Chad so much right now. Oh I could have given Chad so much
Puchalski	I know you could have.
Dyce	And I could give him right now and I never have.
Puchalski	_____ things that we could do now that we haven't done. Is that fair to say? _____ what I'm saying. _____
Dyce	Okay.
Puchalski	I mean it's true _____ you can say _____ attorney _____ too. _____ but we have which is a part of me that says we do want to be _____ because _____ if you wanted to _____ if I wanted to _____ and if you want to _____
Dyce	I've never wanted to play malicious since I've been here. Even to people who I have disliked _____
Puchalski	I know _____
Dyce	That's not my nature _____ so I've never done that. So you know to kind of pursue those things is kind of ridiculous I think.
Puchalski	But the challenge is _____ attorney says things _____ that's what they do.
Dyce	No I think my attorney is stating where this _____ is headed if we can't meet some kind of common ground and the common ground is looking at these documents, deciding for ourselves what to work to leave and to stay or to do whatever else. I think that was the common ground. He said he was the one actually that's been tempering everything. Because I'm saying why don't we do this, why don't we do that. Why don't we respond with this, why don't we send a letter saying that. And he said no no we don't want to do that because this. Point a fact for everything you say about Morris, Morris is actually the one that actually tempered a lot of this you know so and he's kind of calm down and was like you know that's why I'm not even angry I'm not even I'm just like it is what it is.
Puchalski	_____ let me ask you another question. I'm not asking for a reconciliation because _____. In time _____ I understand that
Dyce	I think it would be time in the documents.
Puchalski	The documents are no problem _____ all the _____
Dyce	Austin admitted he was doing it. Austin said it. He said to go back and review and change some the distributions and do all that. Austin said it point blank to me. So it's not
Puchalski	inaudible
Dyce	Maybe he was doing it on his own then.
Puchalski	I never asked him to go back and change
Dyce	Okay alright.

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Puchalski	I didn't want them change _____
Dyce	Alright
Puchalski	I'm telling you _____ you're gonna know that.
Dyce	There's no way for me to know anything anyway without the documents. So it's kind of – you're not gonna convince me and the more I don't see them the more I kind of in my head build up this big massive thing about what's there.
Puchalski	_____ consent form _____ three months ago. _____ don't do anything else and let me see _____
Dyce	Show _____
Puchalski	_____ make any sense. _____
Dyce	Then if it's such a – if it's not such a big deal, and we can look at it, why can't we look at it on the computer records, why do we have to look at it in a paper copy?
Puchalski	_____ I don't _____.
Dyce	Okay. I'll back and _____ tomorrow.
Puchalski	We said _____ I want Teresa to tell me ___- and I want Austin, Rebecca ___ Rebecca know. _____
Dyce	Alright
Puchalski	Okay. _____
Dyce	Well I think, I think this conversation is best done after we've reviewed all the records. That's _____.
Puchalski	I am _____ to reconciliation.
Dyce	I haven't closed any doors yet.
	(waiter is asking if they need anything else)
Puchalski	_____ talk and drink _____.
Dyce	Just water. Thank you.
Puchalski	It's been _____ if we _____ and buys us time and leaves the door open to reconciliation without poisoning the water. That's one of the _____ I understand _____, but that's why _____. And my point is that _____ closes the door _____. _____ difference from _____. _____ there is some super conspiracy between Austin, Ed, myself and _____ and that's the difference between _____ that's the case _____. You've been super professional about _____ as well. I've responded to people who've _____ any situation _____ anybody anything _____ everybody ___ professional as I can. Honestly, I haven't said anything _____ anything bad about you at all. _____. Can I _____
Dyce	No, I'm just listening.
Puchalski	_____
Dyce	No, I'm _____.
Puchalski	_____ try to reconcile _____ I'm saying four times _____ there's always _____ both of our attorneys are going tell us what we can do, what we can't do and what ultimately protects us. _____ because I'm _____. Do you think _____ yes, _____ at some point in the future.
Dyce	I guess at this point this conversation is better done after I've been given a chance to review all the documents.
Puchalski	_____ I would suggest _____ documents. _____ after you've had a chance to read the documents _____ to be apart from one another to better appreciate each other. I think one of two things would happen

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	_____. The first is that you can _____ don't want to _____ opportunity to _____ your transition _____. _____ a chance to look at _____ considering that there's going to be _____ and tell me that _____. In other words, I don't _____ to you don't want you to think that there's going to be _____ a couple of things _____ things____ there's going to be a _____ for me ____ changes that _____I would much rather say something as a _____ to anything in your contract _____ practice _____ comfortable. Okay?
Dyce	Well.
Puchalski	I just want you to know that's the case.
Dyce	That's fine. Okay.
Puchalski	_____ depending _____ so this is just me telling you that I'm going to _____ as long as we can still sit here together, be professional and _____ things _____ reconciliation, if we don't reconcile _____. Um, the next thing is if we go through this after May 9 _____ you get a chance to look through _____ there's not _____ you know what? _____ to go ahead and _____ door open for the reconciliation then I would be there willing to talk _____ to just do a _____ So I'd be willing to do that as well and _____ somebody else _____ and so those things will get better, and things that I needed _____ lifestyle _____. That's something that I want you to know is what I see as _____ because I don't see _____ termination. _____ as long as we leave the door open to a reconciliation ___ professionalism _____ after _____. That's my thinking.
Dyce	I mean, what do you want me to say? I don't know where I am right now. I really don't know what's going on around me, I don't know what's going on in the practice, I don't know of anything. I mean, this is like some _____, that's great, that could happen, but I mean I still have to deal with the facts on the ground. You know? Like, not, it is what it is . You know? May 9 is coming. I'm done.
Puchalski	_____ important but if you just keep using _____ we have to do what our attorneys tell us to do, _____ talked about a possible way to ____ out of this _____ things for us to do.
Dyce	Okay.
Puchalski	_____ consider this. Keep the door open.
Dyce	I've never closed any doors, I've never served you a termination letter, I've never done any of that. So I don't know how you're asking me to keep the door open. I don't know what door I'm supposed to be keeping open.
Puchalski	_____ I'm going to share with you _____ I understand your _____ but _____ completely _____. You were completely _____ conversation _____.
Dyce	Alright. I think, ____ we should leave it as it is right now. I really do. I really do. I really do.
Puchalski	Leave what as it is right now?
Dyce	I think we should just separate. I should go take my call, and you should eat your dinner. I really do.
Puchalski	I'm sorry _____.
Dyce	I'm not upset. I'm just, I don't want to get upset. I'm in a pretty good place, overall, and I really don't want to get upset about that.
Puchalski	Do you see any other potential resolution?

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Dyce	I haven't thought about it. Like, I don't know what resolution. Like I said, give me the things, satiate my fears and my anxieties and everything else by having me see the numbers in the documents and then we have this discussion.
Puchalski	_____.
Dyce	Fine. Then we'll, when I look over it, then we'll sit down at _____ or whatever and have this discussion. I think this discussion right now is a little premature. I haven't seen one document yet.
Puchalski	I understand. I am just telling you that there is a notice that's going _____ and the door is going to close if the notice is _____ versus the _____, _____ do to is to leave the door open for reconciliation _____ both of us _____ policy _____.
Dyce	I don't know that I want to do that.
Puchalski	_____.
Dyce	Then why are you asking me to do that? I don't know what I'm adopting.
Puchalski	I'm just asking you for you and I do buy time, because we're both _____ swear on a stack of bibles _____ of absolute _____ swear on a stack of bibles, and this is going to keep _____ no way out. I'm asking you to consider the possibility _____. That's all I'm asking you to do is just to consider that possibility _____ and you do want to _____ and you want to leave in October what makes sense _____. _____ the way you want to look at it. _____ we'll have another La Fiesta meeting _____ after you've had a chance to look through them. I think it's _____ to be apart for a little while, _____ for one hour, one day or one week. I think it's going to take a little bit _____. So that's all I'm asking you to _____ and sure, _____ you can say whatever you like _____. You've been civil, you've been professional, we both try to be _____ were able to be _____ then I think _____ say anything is a testament to you and so all I'm saying is _____ consider the possibility of professionalism _____ explain that _____ just for a week. _____ this doesn't give us any ___, doesn't give us any _____. _____ attempts to try to keep the door open and _____. _____ really want to do. If you want to go together _____ if you don't then we start talking to _____. If you want to go apart then we start talking _____ business separation. That's my proposal. I don't see any other way out. Unless you do. I've been spending a lot of time _____. I got _____ I got _____ exploring what _____. There's no way you're going to _____ there's no way _____. There's no _____ so _____ keep it open, keep the door open, if we both try to bargain just back and forth and _____ then _____.
Dyce	Alright _____.
Puchalski	See you.

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Audio File [091212 001 2009 12 12]

	(multiple people talking over one another)
	How are you guys doing?
	Good.
	Busy.
	Cold.
	Really cold.
	South Carolina not as _____.
	_____ talking to him?
	I haven't ruled it out. I haven't ruled out _____.
	_____?
	It's expensive.
	He took the UNC coaching job. He left Tennessee already.
	Did he really?
	Yeah.
	That guy, _____.
	That's weird that he'd go back to California.
	Uh, you know.
	Can't handle the big boys in the SEC.
	____ happy about going to Alabama?
	Yeah, yeah. Very happy. My brother in law was at the game.
	SEC's _____.
	Are you serious?
	Well you got the only NFL team in it.
	I do, yeah. In fact that was a hard loss.
	Craig Davis and _____ watching a game in a long time. God that was fun.
	It was a good game.
	A close one.
	Much better than the Eagles who laid a big fat egg. Two weeks in a row. We went from blow out to overtime. Kids were going nuts. I thought when the cardinals missed that field goal, I thought _____.
	_____ coin toss and then I missed most of the overtime shenanigans because the ____ nose bleed with the hemoglobin at 4.
	Did you go to the one in Hartsfield?
	Yeah I was here. That actually was _____ drawing up an IV line. They called me and like, I'm like no one hematic hemoglobin drops from 13 to 4 in thirty minutes.
	_____ and they pulled his pack out the next day.
	Did he really?
	Yeah.
	Well, he didn't really _____ that you have to repack them?
	_____ alright.
	He pulled it out he said _____.
	He just said you put it back in doc if you want, but _____.
	_____ inflated, that could not have felt good.
	Hard core, hard core.
	I know. That was painful.
	What did they say at the meeting?
	Uh, the meeting was good. And so we're looking for _____ work out

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	_____. They're going to have to advance _____ and we're going to tell them the news this week. _____ didn't show up, neither did – Hello!
Woman	I totally got turned around.
	_____ we figured Soby got a hold of you.
Woman	That was fun last night.
	Yes, an interesting conversation to say the least I'm sure.
	What time did you get there?
Woman	Last night?
	Yeah.
Woman	Like 8:30.
	Did you do the sleep study?
Woman	_____ two year old.
	You do have a 2 year old.
Woman	The 2 year old did one.
	Was it hard? Getting him all hooked up?
Woman	Yeah.
	_____.
Woman	Yeah yeah.
	_____ and adult _____.
Woman	I know. Just the kids.
	Is that all you had last night?
Woman	Yeah.
	_____.
Woman	Yeah, the kid we _____, I convinced him to let her go to sleep first and then put everything on. That was much better.
	On man, sorry, that's a long --
	That's not a good day for you to be there actually. Well I mean you see some stuff from _____ so. That's fine. Then you get your own study _____.
	It's almost not worth going there until 9:30.
	_____
	Well no, actually we _____ the night I was there. We didn't get Steven hooked up until 9:30. 10ish.
	You didn't start hooking up until 9:30?
	No, well, _____ crazy guy which was later.
	What time to they usually start hooking up?
	_____ 8:30.
	8:30?
	Started hooking up at 8:30. I was there before the other person. Usually guys went to bed around 10:00. I was there in a weird,, it was also another weird, it was kind of _____ the guy with decreased mental capacity and then the guy who _____.
	_____ population.
Woman	It's okay.
	Coming forth. Alright. Have you got any good clinical things? Clinical pearls for the week? Upcoming cases? Anyone? Interesting ____?
	I've got a, just quick around the horn, I saw the nose bleed ___ for you in Hartsfield? And I'm going to see him again today, but the packing is ____ and there is an MDA as well, CT scan just to rule out _____ fracture. He's almost blinded that eye. So they're both going to follow up with you on Friday once it got out. So we did a CT scan on that. So _____.
	_____ want to update on the _____ privileges please?

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Woman	Sure, I checked yesterday. My documents are in the process of being verified by _____ which they said can take anywhere from 10-15 business days and they started verification last week.
	So the plan there is soon as we get that done I'll come back to _____ and see if we can expedite things as fast as can through the board, but obviously, as _____ starts rounding through other clinics, just to remind you that she can't, she can't prescribe any medications, she can't do anything. All she's been doing is shadowing up until ____ so, just to avoid any concerns from the board. So, she's just been shadowing and concentrating on _____ this week. And so as she comes through I want to really keep that same level of visual _____ done by the board for any reason. But I hope that will happen quickly. All your applications are in the hospitals.
Woman	Yeah, they all are.
	So they've been processed. So once the license comes in, _____ malpractice _____. Scheduled visits? Any updates that you can give us on those?
Woman	Yeah. Shane went well. Macy dropped by, when by Peter's _____. Only one physician was there, Dr. Hooks. But _____. So it went well.
	His wife works over at the hospital.
Woman	Uh huh. Yeah.
	_____ previous quarters. Any questions that come up that you couldn't answer?
Woman	Nope.
	_____ going Thursday to Sandhills?
Woman	Yeah, no, Thursday is _____. Next Tuesday. She wasn't able to change that to a Thursday and I know you wanted to come.
	That's okay, I can go up there. I'll go up there, I _____ go up there Monday and just say hello and tell her to come by. I might do it tomorrow. I've got to go by and see Sorensen. Good. On my pre round – pre lunch.
	Are you going to be able to go by?
	When on Thursday?
	Tuesday.
	_____ or something?
Woman	Tuesday in Sandhills _____.
	Yeah, I can stop by there on the way to _____.
	_____ have some, has this been working okay? Just kind of stopping by and you get most of the _____?
Woman	Uh huh.
	Good. Good good good. And as soon as you have a schedule, we'll have half days worked in so that you guys will be off and ____ actually go around ____ for a whole half day and sort of organize some sort of a route with Jenny and drop off some stuff. That will probably work. Anyone have any other thoughts on how that should work? Suggestions on changing it or anything different for transition? Anything that we need to be doing form an orientation perspective that you don't have scheduled?
Woman	Not that I don't have scheduled. _____ this week.
	Let's see. What else do I have here and we'll open it up to _____ for questions. Recruitment update. I can give you a little bit more on that. We're going to start an advertising campaign for a PA, intensified a little bit more than we have before. We have that one person who's interested potentially. And _____ doing elective at the end of the ____ year so hopefully he'll come on through. I think there's a, now we have a third very viable candidate _____. This woman is about, a little bit older, 50 years old. She's got kids there. Now 20 and out to school. But she's, her strength is allergy. She's in the University of Chicago system now as an associate clinical professor. So she does

	private practice. Has been out of private practice for a while. But very interested in doing something that even more part time oriented, and so we're talking with her. Nedra _____ just in case. Nedra Joyner, if that rings a bell to anybody. Do we have any _____ Joyner? And ____ know anything, I doubt this but, the hospital she works at is Michael Reece Hospital _____. I'm sorry, Roslyn Franklin Chicago, Roslyn Franklin Chicago Medical School. She does a course there. Mt. Sinai Hospital in Chicago. Anyone know any contacts there? I don't either. I'll take a look and see if we have anybody around. So. So that's good. Things are going very well on that front. _____ standpoint. _____ valuable. So went ahead and made those changes that you requested _____. Tried to make it bigger, not so much in the corner. _____ a little too much. Paper towels, I'm not quite sure what you're thinking about paper towels. We need a little bit more information on _____.
	I thought in one or two of the rooms they were just across the room from the sink.
	Okay. I think that's what they realized. So you just want them near the sink?
	Yeah.
	Okay. I think we got that covered. Anything else, building wise? Has everyone gotten a chance to see the building?
Woman	I saw it yesterday. The roof's almost done.
	Yeah, it's been very very fast. Very very fast. Let's see. We should be done with the building for sure by June at the rate they're going here _____ pretty fast actually. That's all I pretty much have. I've got some _____ issues that I suppose I can share and then I'll leave it open. There's going to be a meeting tomorrow night. Primary care doctors are putting together out of concern for the Elgin project and they're asking for people to kind of show up in support, but there is a primary care base here that's very concerned about the Elgin project and the hiring of _____ and _____.
	_____.
	_____ and he's going through credentials right now, _____ more than a few minutes.
	He's planning on starting in February right?
	Yeah. He starts February 1, so he's got to pass credentials _____ problems doing that, but space as we may recall was initially intended for space to be rented for physicians in Kershaw County to expand their practices into the Elgin market, and is now being updated for use for hospital owned physicians. And so this is concerning a lot of folks, particularly since _____ building and Elgin just started construction this week on a building _____ there's a little bit of an outcry, people trying to get the other _____ Thursday that I've been asked to go to and that's pretty much it for pressing politics. ___ have any questions or thoughts? Anything? Also ____ to Hartsfield just to kind of get you abreast of what's going on there from a scheduling perspective. Then I've got one piece of good news as well. I think things are going to work out okay for Monday morning ____ spoken to Pete and Lance. And so I think that the question is when it's going to happen and so I think the politics have just got to work themselves out and Brooks is going to have to be okay with dropped _____ on Monday. But they're going to potentially drop a room and then open up a fifth room on Monday. Opening up a fifth room, we should be able to get you two rooms there consistently on a Monday. Mace for you to go out there on Tuesday, one thing that could work on there, if you wanted to try to make this work, is, and I want to get your thoughts on it, is that, you know, rather than going out there and maybe starting at 8, you could start at 9, you know, maybe 9 to 1 and do something that_____ but basically get started at 7:30 or maybe just a bit earlier and have a couple of rooms. We'll have somebody start late and have a couple of rooms just to knock out a couple of tubes there. If people wanted to stay there, and then I think a

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	_____ clinic _____ small tubes. Does that sound reasonable to you?
	Uh huh.
	So if that works out, that would be a good plan _____ there. By and large, everything is just very transparent in Hartsfield and everyone's very motivated to accommodate us. Even _____. I mean _____ in the hallway, he was _____ make sure things work out _____ so he's had a different attitude. Have you sensed the same thing?
	Yeah they've been pretty nice.
	The numbers for December definitely show that new patient visits in Hartsfield are just through the roof. So I think that _____ there's been some political battles in the past that have kind of put up some challenges there. _____ rebound to beyond what we were before so that's good there. I have, Gene, hearing your concerns about the schedule last week. I've tried to see if there are any other possibilities for moving around OR stuff here and the only thing that could potentially work would be to try to get somebody that's on the day today to move and go to somewhere else.
	Another position?
	Another position.
	Oh I think that would be bad.
	Why bad?
	I don't really want to take somebody else off, I mean, you've got to be careful about, I don't want to, want to be careful – well – let me think about it more. I mean I don't want to come across as the ENT guys pushing someone out of their space.
	Sure.
	We've got to be careful about it.
	Well that's some good news then.
	Yeah.
	Judge Axton, who was very, very resilient, very resistant to moving in the past numerous times, and I had a meeting yesterday. I asked him _____ and he remembers some things that I did for him before as chief of surgery and we met yesterday _____ chose to _____ happy to _____. In fact it would be better for him so that he could get ____ so that he could go ahead and get his _____ out by the weekend _____ weekend patients. So sometimes he has patients that don't get out by Friday and so he sees _____. The meeting went incredibly well and it took all of three minutes. I went in there and he said well I'm going to tell you right now, I consider what you did for me very important and, and I can't see myself not granting you this favor, what do you need? And that's how it started out and I said we might need this in about a month, would you be willing to do that? It's easier to go ahead and try to _____ he said that he would be happy to have the opportunity _____ so it looks like that's a go _____. If it did it, it would actually preserve your schedule the way it is, except for the fact that you'd have more cosmetic time and _____ would take over Thursday afternoon.
Woman	So Thursday afternoon, that still _____ every other week, is that correct?
	Your's was afternoons? No it would be every Thursday afternoon.
Woman	That puts me at 4 full days a week then _____ Saturday.
	Right, cause after hours, it's either two hours of after hours _____ or four hours with regular.
Woman	That's still every other though, cause the two hours of after hour was going to be every other.
	_____
Woman	We had actually talked about Thursday afternoon too because between Wednesday morning provider meetings I wanted to be off until Friday morning. So we had previously talked about Thursday afternoon and I kind of told you I'd prefer to keep Wednesday,

	Thursday completely open after the provider meetings _____.
	Let me check on that and see _____ got _____. Let me check and see. Did anyone else have any thoughts? About the general concept or anything else? _____would be concerned about _____ positions voluntarily going to _____.
	Well I wouldn't care about – I still don't, I still don't know the whole schedule thing. I never got a copy of that. The whole schedule. I'm sure it's fine. I just haven't seen it.
	Okay _____ and then we'll have it all.
	Sure _____ right?
	I'm sorry?
	I'm sure it was all about the provider meeting right?
	Yeah _____.
	Alright.
	We got here early.
	I want to start _____ time because I've got to do a _____.
	Yeah, I got credentials too so, so anyone with anything else?
	(Everyone talking over one another)
	So that went very well.
	_____ need to be at the _____ meeting.
	_____. I already told _____ pretty much that I would.
	Okay so just come here late. But I think we both need to be there. I think that the way that Pete wants to do this is basically, you know, he feels that he needs to be a little bit more of the _____ and you know right now we've been kind of going along with this and saying well we're just going to go ahead and take them, take the blocks that are least saturated. In order for Monday to work out for you, we'd have to have two people move. _____ I've already spoken to Lance and he's willing to go ahead and _____ an extra CRNA. So if we have an extra CRNA on Monday then we've got five years and _____ going to move (end of tape)

Theresa Williams

From: Tammy Szymanski
Sent: Tuesday, April 27, 2010 9:19 AM
To: Robert Puchalski; Theresa Williams
Subject: KCMC Lease

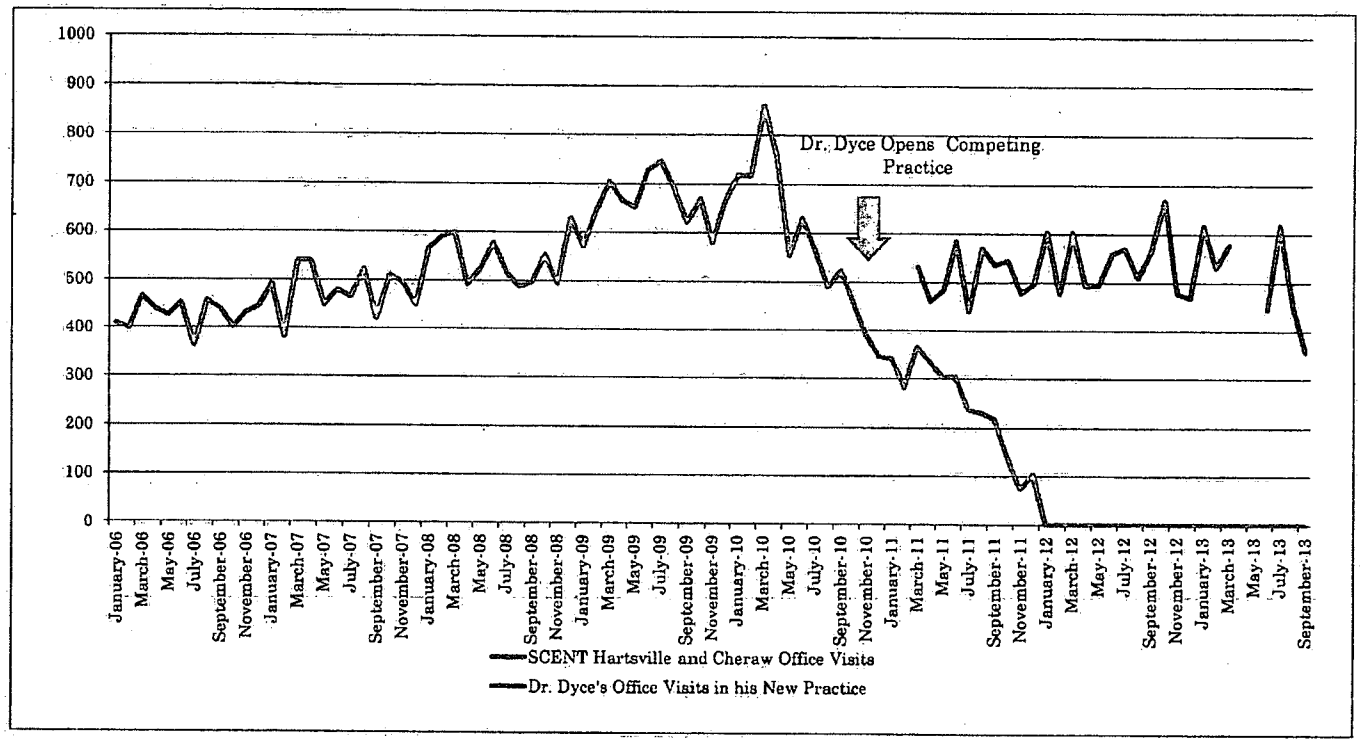
On September 27, 2009, an addendum to our lease was signed extending our lease from July 1, 2009 for 12 months. Either party may cancel the lease with a 30-day written notice, but the lease will not be extended beyond 12 months, therefore, our lease end date for WW is 6/30/10.

Tammy Szymanski
South Carolina ENT, Allergy & Sleep Medicine, PA
803-424-2210 (direct)

SCENT Def Exhibit 209

6403

Dr. Dyce's Patient Volume was Contigent on SCENT's Decrease in Volume



SCENT Def Exhibit 212

Dr. Dyce's Gain was Contigent on SCENT's Loss

Dr. Dyce's Gain was Contigent on SCENT's Loss.

Procedures by Patient by Service Date

MDoffice Reports

Selection: Corporation: All; Provider: All; Rendering Provider: All; Office: All; Facility: All; Payor: All; Plans: All; CPT Category: All; CPT Code: All; Modifier: All; Insurance: Primary; 3/10/10–5/9/10;Sort OrderBy Payor,CPT,Servicedate

Service	Patient	Sex	Acct ID	Claim#	Modifiers	Units	Provider	Location	Facility	Payor	Plan	Charge	Patient Payment	Insurance Payment	Adjusts & Writeoffs	Balance
Payor: VORE																
92557 Comprehensive Audiometry Threshold Eval & Speech Recognition																
04/22/10	Cockfield Amanda	F	42350	188006-2		1	NF	WW		VORE	VORE	111.38				111.38
Totals: CPT 92557			Patients 1		Units 1							111.38				111.38
92567 Tympanometry (Impedance Testing)																
04/22/10	Cockfield Amanda	F	42350	188006-1		1	NF	WW		VORE	VORE	40.00				40.00
Totals: CPT 92567			Patients 1		Units 1							40.00				40.00
Total: Payor VORE			Patients: 1		Units 2							151.38				151.38
Grand Total			Patients 1,249		Units 13,626					Tax:	0.00	805,349.16	21,515.19	196,705.50	340,305.04	246,823.43

60 Day AR

Form **1040** U.S. Individual Income Tax Return (99) **2011** OMB No. 1545-0074 IRS Use Only - Do not write or staple in this space.

For the year Jan. 1-Dec. 31, 2011, or other tax year beginning , 2011, ending , 20 — See separate instructions.

Your first name and initial	Last name	Your social security number
ORVILLE H	DYCE	[redacted]
If a joint return, spouse's first name and initial	Last name	Spouse's social security number
JAMIE C	CURLEY	[redacted]

Home address (number and street). If you have a P.O. box, see instructions. — Apt. no.
[redacted]

▲ Make sure the SSN(s) above and on line 6c are correct.

City, town or post office, state, and ZIP code. If you have a foreign address, also complete spaces below.
[redacted]

Presidential Election Campaign
Check here if you, or your spouse if filing jointly, want $3 to go to this fund. Checking a box below will not change your tax or refund.
☐ You ☐ Spouse

Foreign country name | Foreign province/county | Foreign postal code

Filing Status Check only one box.

1 ☐ Single
2 ☒ Married filing jointly (even if only one had income)
3 ☐ Married filing separately. Enter spouse's SSN above and full name here. ▶
4 ☐ Head of household (with qualifying person). If the qualifying person is a child but not your dependent, enter this child's name here. ▶
5 ☐ Qualifying widow(er) with dependent child

Exemptions

6a ☒ **Yourself.** If someone can claim you as a dependent, **do not** check box 6a
b ☒ **Spouse**
Boxes checked on 6a and 6b: 2

c **Dependents:**

(1) First name Last name	(2) Dependent's social security number	(3) Dependent's relationship to you	(4) ✓ if child under age 17 qualifying for child tax credit
RAINN A DYCE	[redacted]	DAUGHTER	X
ELLA C DYCE	[redacted]	DAUGHTER	X
LIVINGSTON H DYCE	[redacted]	SON	X

No. of children on 6c who:
● lived with you: 3
● did not live with you due to divorce or separation (see instructions):
Dependents on 6c not entered above:
Add numbers on lines above ▶: 5

If more than four dependents, see instructions and check here ▶ ☐

d Total number of exemptions claimed

Income

Attach Form(s) W-2 here. Also attach Forms W-2G and 1099-R if tax was withheld.

If you did not get a W-2, see instructions.

Enclose, but do not attach, any payment. Also, please use Form 1040-V.

7	Wages, salaries, tips, etc. Attach Form(s) W-2			7	684,883.
8a	**Taxable** interest. Attach Schedule B if required			8a	37.
b	**Tax-exempt** interest. **Do not** include on line 8a	8b	3,575.		
9a	Ordinary dividends. Attach Schedule B if required			9a	9,839.
b	Qualified dividends	9b	2,784.		
10	Taxable refunds, credits, or offsets of state and local income taxes	STMT 2 STMT 3		10	0.
11	Alimony received			11	
12	Business income or (loss). Attach Schedule C or C-EZ			12	-46,294.
13	Capital gain or (loss). Attach Schedule D if required. If not required, check here ▶ ☐			13	83,321.
14	Other gains or (losses). Attach Form 4797			14	
15a	IRA distributions	15a		b Taxable amount 15b	1,690.
16a	Pensions and annuities	16a	578,806.	b Taxable amount 16b	0.
17	Rental real estate, royalties, partnerships, S corporations, trusts, etc. Attach Schedule E			17	-39,440.
18	Farm income or (loss). Attach Schedule F			18	
19	Unemployment compensation			19	
20a	Social security benefits	20a		b Taxable amount 20b	
21	Other income. List type and amount			21	
22	Combine the amounts in the far right column for lines 7 through 21. This is your **total income** ▶			22	694,036.

Adjusted Gross Income

23	Educator expenses	23	
24	Certain business expenses of reservists, performing artists, and fee-basis government officials. Attach Form 2106 or 2106-EZ	24	
25	Health savings account deduction. Attach Form 8889	25	
26	Moving expenses. Attach Form 3903	26	
27	Deductible part of self-employment tax. Attach Schedule SE	27	
28	Self-employed SEP, SIMPLE, and qualified plans	28	
29	Self-employed health insurance deduction	29	
30	Penalty on early withdrawal of savings	30	
31a	Alimony paid b Recipient's SSN ▶	31a	
32	IRA deduction	32	
33	Student loan interest deduction	33	
34	Tuition and fees. Attach Form 8917	34	
35	Domestic production activities deduction. Attach Form 8903	35	
36	Add lines 23 through 35	36	
37	Subtract line 36 from line 22. This is your **adjusted gross income** ▶	37	694,036.

110001
11-07-11

LHA **For Disclosure, Privacy Act, and Paperwork Reduction Act Notice, see separate instructions.** Form 1040 (2011)

6408

SCENT Def Exhibit 216

Tax and Credits	38	Amount from line 37 (adjusted gross income)	38	694,036.
Standard Deduction for - • People who check any box on line 39a or 39b or who can be claimed as a dependent.	39a	Check if: ☐ You were born before January 2, 1947, ☐ Blind. ☐ Spouse was born before January 2, 1947, ☐ Blind. Total boxes checked ▶ 39a		
	b	If your spouse itemizes on a separate return or you were a dual-status alien, check here ▶ 39b ☐		
	40	**Itemized deductions** (from Schedule A) or your **standard deduction** (see left margin)	40	106,667.
	41	Subtract line 40 from line 38	41	587,369.
	42	**Exemptions.** Multiply $3,700 by the number on line 6d	42	18,500.
	43	**Taxable income.** Subtract line 42 from line 41. If line 42 is more than line 41, enter -0-	43	568,869.
	44	**Tax.** Check if any from: a ☐ Form(s) 8814 b ☐ Form 4972 c ☐ 962 election	44	151,755.
	45	**Alternative minimum tax.** Attach Form 6251	45	22,257.
• All others: Single or Married filing separately, $5,800	46	Add lines 44 and 45 ▶	46	174,012.
Married filing jointly or Qualifying widow(er), $11,600	47	Foreign tax credit. Attach Form 1116 if required 47: 121.		
Head of household, $8,500	48	Credit for child and dependent care expenses. Attach Form 2441 48:		
	49	Education credits from Form 8863, line 23 49:		
	50	Retirement savings contributions credit. Attach Form 8880 50:		
	51	Child tax credit (see instructions) 51:		
	52	Residential energy credits. Attach Form 5695 52:		
	53	Other credits from Form: a [X] 3800 b ☐ 8801 c ☐ 53:		
	54	Add lines 47 through 53. These are your **total credits**	54	121.
	55	Subtract line 54 from line 46. If line 54 is more than line 46, enter -0- ▶	55	173,891.
Other Taxes	56	Self-employment tax. Attach Schedule SE	56	
	57	Unreported social security and Medicare tax from Form: a ☐ 4137 b ☐ 8919	57	
	58	Additional tax on IRAs, other qualified retirement plans, etc. Attach Form 5329 if required	58	
	59a	Household employment taxes from Schedule H	59a	
	b	First-time homebuyer credit repayment. Attach Form 5405 if required	59b	
	60	Other taxes. Enter code(s) from instructions	60	
	61	Add lines 55 through 60. This is your **total tax** ▶	61	173,891.
Payments	62	Federal income tax withheld from Forms W-2 and 1099 62: 176,488.		
	63	2011 estimated tax payments and amount applied from 2010 return 63:		
If you have a qualifying child, attach Schedule EIC.	64a	**Earned income credit (EIC)** 64a:		
	b	Nontaxable combat pay election 64b:		
	65	Additional child tax credit. Attach Form 8812 65:		
	66	American opportunity credit from Form 8863, line 14 66:		
	67	First-time homebuyer credit from Form 5405, line 10 67:		
	68	Amount paid with request for extension to file 68:		
	69	Excess social security and tier 1 RRTA tax withheld STMT 8 69: 2,034.		
	70	Credit for federal tax on fuels. Attach Form 4136 70:		
	71	Credits from Form: a ☐ 2439 b ☐ 8839 c ☐ 8801 d ☐ 8885 71:		
	72	Add lines 62, 63, 64a, and 65 through 71. These are your **total payments** ▶	72	178,522.
Refund	73	If line 72 is more than line 61, subtract line 61 from line 72. This is the amount you **overpaid**	73	4,631.
	74a	Amount of line 73 you want **refunded to you.** If Form 8888 is attached, check here ▶ ☐	74a	4,631.
Direct deposit? See instructions. ▶	b	Routing number 053904483 ▶ c Type: [X] Checking ☐ Savings ▶ d Account number 000782748871		
	75	Amount of line 73 you want **applied to your 2012 estimated tax** ▶ 75:		
Amount You Owe	76	**Amount you owe.** Subtract line 72 from line 61. For details on how to pay, see instructions ▶	76	
	77	Estimated tax penalty (see instructions) 77:		

Third Party Designee Do you want to allow another person to discuss this return with the IRS (see instructions)? [X] **Yes.** Complete below. ☐ **No**

Designee's name ▶ DANA E. MCMURRY Phone no. ▶ 843-722-6443 Personal identification number (PIN) ▶ 54163

Sign Here Under penalties of perjury, I declare that I have examined this return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Joint return? See instructions. Keep a copy for your records.

Your signature	Date	Your occupation	Daytime phone number
		PHYSICIAN	
Spouse's signature. If a joint return, **both** must sign.	Date	Spouse's occupation	If the IRS sent you an Identity Protection PIN, enter it here
		SELF EMPLOYED	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DANA E. MCMURRY	DANA E. MCMURRY	05/30/12		P01354163

Firm's name ▶ DIXON HUGHES GOODMAN LLP Firm's EIN ▶ 56 0747981

Firm's address ▶ P.O. BOX 973 ~~CHARLESTON, SC 29402~~ Phone no. 843-722-6443

110002 11-07-11

6409

SCENT Def Exhibit 216

SCHEDULE A (Form 1040)
Department of the Treasury Internal Revenue Service (99)

Itemized Deductions

▶ Attach to Form 1040. ▶ See Instructions for Schedule A (Form 1040).

OMB No. 1545-0074

2011

Attachment Sequence No. **07**

Name(s) shown on Form 1040

Your social security number

ORVILLE H DYCE & JAMIE C CURLEY

[redacted] 64 2427

Medical and Dental Expenses		**Caution.** Do not include expenses reimbursed or paid by others.			
	1	Medical and dental expenses (see instructions)	1		
	2	Enter amount from Form 1040, line 38 [2]			
	3	Multiply line 2 by 7.5% (.075)	3		
	4	Subtract line 3 from line 1. If line 3 is more than line 1, enter -0-			4
Taxes You Paid	5	State and local **(check only one box):** a [X] Income taxes, **or** b [ ] General sales taxes	5	45,040.	
	6	Real estate taxes (see instructions)	6	2,915.	
	7	Personal property taxes	7	1,420.	
	8	Other taxes. List type and amount ▶	8		
	9	Add lines 5 through 8			9 49,375.
Interest You Paid	10	Home mortgage interest and points reported to you on Form 1098 STMT 10	10	14,143.	
	11	Home mortgage interest not reported to you on Form 1098. If paid to the person from whom you bought the home, see instructions and show that person's name, identifying no., and address ▶	11		
Note. Your mortgage interest deduction may be limited (see instructions).	12	Points not reported to you on Form 1098. See instructions for special rules	12		
	13	Mortgage insurance premiums (see instructions)	13		
	14	Investment interest. Attach Form 4952 if required. (See instructions.)	14		
	15	Add lines 10 through 14			15 14,143.
Gifts to Charity	16	Gifts by cash or check. If you made any gift of $250 or more, see instructions	16	5,983.	
	17	Other than by cash or check. If any gift of $250 or more, see instructions. You **must** attach Form 8283 if over $500	17		
If you made a gift and got a benefit for it, see instructions.	18	Carryover from prior year	18		
	19	Add lines 16 through 18			19 5,983.
Casualty and Theft Losses	20	Casualty or theft loss(es). Attach Form 4684. (See instructions.)			20
Job Expenses and Certain Miscellaneous Deductions	21	Unreimbursed employee expenses - job travel, union dues, job education, etc. Attach Form 2106 or 2106-EZ if required. (See instructions.) ▶ FROM FORM 2106 39,440.	21	39,440.	
	22	Tax preparation fees	22	1,100.	
	23	Other expenses - investment, safe deposit box, etc. List type and amount ▶ SEE STATEMENT 9	23	10,507.	
	24	Add lines 21 through 23	24	51,047.	
	25	Enter amount from Form 1040, line 38 [25] 694,036.			
	26	Multiply line 25 by 2% (.02)	26	13,881.	
	27	Subtract line 26 from line 24. If line 26 is more than line 24, enter -0-			27 37,166.
Other Miscellaneous Deductions	28	Other - from list in instructions. List type and amount ▶			28
Total Itemized Deductions	29	Add the amounts in the far right column for lines 4 through 28. Also, enter this amount on Form 1040, line 40			29 106,667.
	30	If you elect to itemize deductions even though they are less than your standard deduction, check here ▶ [ ]			

LHA 119501 11-03-11 **For Paperwork Reduction Act Notice, see Form 1040 instructions.** **Schedule A (Form 1040) 2011**

16110530 130199 6410 1000101038 2011.03060 DYCE, ORVILLE H 10001091
SCENT Def Exhibit 216

SCHEDULE B (Form 1040A or 1040)

Department of the Treasury Internal Revenue Service (99)

Interest and Ordinary Dividends

▶ Attach to Form 1040A or 1040. ▶ See instructions.

OMB No. 1545-0074

2011

Attachment Sequence No. **08**

Name(s) shown on return

ORVILLE H DYCE & JAMIE C CURLEY

Your social security number

[redacted]

Part I Interest

Note. If you received a Form 1099-INT, Form 1099-OID, or substitute statement from a brokerage firm, list the firm's name as the payer and enter the total interest shown on that form.

1 List name of payer. If any interest is from a seller-financed mortgage and the buyer used the property as a personal residence, see instructions and list this interest first. Also, show that buyer's social security number and address ▶

		Amount
BANK OF AMERICA	1	35.
SUNTRUST INVESTMENT SERVICES	1	3,575.
FROM K-1 - HARTSVILLE HMA, LLC	1	1.
FROM K-1 - GREENHAVEN CONTINUOUS COMMODITY INDEX FUND	1	1.
SUBTOTAL FOR LINE 1	1	3,612.
TAX-EXEMPT INTEREST SEE STATEMENT 11	1	-3,575.
2 Add the amounts on line 1	2	37.
3 Excludable interest on series EE and I U.S. savings bonds issued after 1989. Attach Form 8815	3	
4 Subtract line 3 from line 2. Enter the result here and on Form 1040A, or Form 1040, line 8a ▶	4	37.

Note. If line 4 is over $1,500, you must complete Part III.

Part II Ordinary Dividends

Note. If you received a Form 1099-DIV or substitute statement from a brokerage firm, list the firm's name as the payer and enter the ordinary dividends shown on that form.

5 List name of payer ▶

		Amount
SUNTRUST INVESTMENT SERVICES	5	9,839.
6 Add the amounts on line 5. Enter the total here and on Form 1040A, or Form 1040, line 9a ▶	6	9,839.

Note. If line 6 is over $1,500, you must complete Part III.

Part III Foreign Accounts and Trusts

	Yes	No
You must complete this part if you **(a)** had over $1,500 of taxable interest or ordinary dividends; **(b)** had a foreign account; or **(c)** received a distribution from, or were a grantor of, or a transferor to, a foreign trust.		
7a At any time during 2011, did you have a financial interest in or signature authority over a financial account (such as a bank account, securities account, or brokerage account) located in a foreign country? See instructions		X
If "Yes," are you required to file Form TD F 90-22.1 to report that financial interest or signature authority? See Form TD F 90-22.1 and its instructions for filing requirements and exceptions to those requirements		
b If you are required to file Form TD F 90-22.1, enter the name of the foreign country where the financial account is located ▶		
8 During 2011, did you receive a distribution from, or were you the grantor of, or transferor to, a foreign trust? If "Yes," you may have to file Form 3520. See instructions		X

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11-02-11

SCENT Def Exhibit 216

SCHEDULE C (Form 1040)
Department of the Treasury
Internal Revenue Service (99)

Profit or Loss From Business
(Sole Proprietorship)

▶ For information on Schedule C and its instructions, go to www.irs.gov/schedulec
▶ Attach to Form 1040, 1040NR, or 1041; partnerships generally must file Form 1065.

OMB No. 1545-0074
2011
Attachment Sequence No. 09

Name of proprietor	Social security number (SSN)
ORVILLE H DYCE	[redacted] 2427

A Principal business or profession, including product or service (see instructions)	B Enter code from instructions
MEDICAL EQUIPMENT LEASE	▶ 423400

C Business name. If no separate business name, leave blank.	D Employer ID number (EIN), (see instr.)
DYCE MEDICAL ENTERPRISES	

E Business address (including suite or room no.) ▶
City, town or post office, state, and ZIP code

F Accounting method: (1) [X] Cash (2) [ ] Accrual (3) [ ] Other (specify) ▶

G Did you "materially participate" in the operation of this business during 2011? If "No," see instructions for limit on losses — [X] Yes [ ] No

H If you started or acquired this business during 2011, check here ▶ [ ]

I Did you make any payments in 2011 that would require you to file Form(s) 1099? (see instructions) — [ ] Yes [X] No

J If "Yes," did you or will you file all required Forms 1099? — [ ] Yes [ ] No

Part I Income

1a	Merchant card and third party payments. For 2011, enter -0-	1a	0.	
b	Gross receipts or sales not entered on line 1a (see instructions)	1b	13,706.	
c	Income reported to you on Form W-2 if the "Statutory Employee" box on that form was checked. **Caution.** See instr. before completing this line	1c		
d	**Total gross receipts.** Add lines 1a through 1c			1d 13,706.
2	Returns and allowances plus any other adjustments (see instructions)			2
3	Subtract line 2 from line 1d			3 13,706.
4	Cost of goods sold (from line 42)			4
5	**Gross profit.** Subtract line 4 from line 3			5 13,706.
6	Other income, including federal and state gasoline or fuel tax credit or refund (see instructions)			6
7	**Gross income.** Add lines 5 and 6 ▶			7 13,706.

Part II Expenses

Enter expenses for business use of your home only on line 30.

8	Advertising	8	100.	18	Office expense	18	
9	Car and truck expenses (see instructions)	9		19	Pension and profit-sharing plans	19	
10	Commissions and fees	10		20	Rent or lease (see instructions):		
11	Contract labor (see instructions)	11		a	Vehicles, machinery, and equipment	20a	
12	Depletion	12		b	Other business property	20b	
13	Depreciation and section 179 expense deduction (not included in Part III) (see instructions)	13		21	Repairs and maintenance	21	
14	Employee benefit programs (other than on line 19)	14		22	Supplies (not included in Part III)	22	505.
15	Insurance (other than health)	15		23	Taxes and licenses	23	2,758.
16	Interest:			24	Travel, meals, and entertainment:		
a	Mortgage (paid to banks, etc.)	16a		a	Travel	24a	
b	Other	16b		b	Deductible meals and entertainment (see instructions)	24b	208.
17	Legal and professional services	17	39,851.	25	Utilities	25	1,281.
				26	Wages (less employment credits)	26	
				27 a	Other expenses (from line 48)	27a	1,812.
				b	**Reserved for future use**	27b	

28	**Total expenses** before expenses for business use of home. Add lines 8 through 27a ▶	28	46,515.
29	Tentative profit or (loss). Subtract line 28 from line 7	29	-32,809.
30	Expenses for business use of your home. Attach **Form 8829.** Do **not** report such expenses elsewhere	30	
31	**Net profit or (loss).** Subtract line 30 from line 29. • If a profit, enter on both **Form 1040, line 12** (or **Form 1040NR, line 13**) and on **Schedule SE, line 2.** If you entered an amount on line 1c, see instr. Estates and trusts, enter on **Form 1041, line 3.** • If a loss, you **must** go to line 32.	31	-32,809.
32	If you have a loss, check the box that describes your investment in this activity (see instructions). • If you checked 32a, enter the loss on both **Form 1040, line 12,** (or **Form 1040NR, line 13**) and on **Schedule SE, line 2.** If you entered an amount on line 1c, see the instructions for line 31. Estates and trusts, enter on **Form 1041, line 3.** • If you checked 32b, you **must** attach **Form 6198.** Your loss may be limited.	32a [X] All investment is at risk. 32b [ ] Some investment is not at risk.	

SCENT Def Exhibit 216

Part III Cost of Goods Sold (see instructions)

33 Method(s) used to value closing inventory: a ☐ Cost b ☐ Lower of cost or market c ☐ Other (attach explanation)

34 Was there any change in determining quantities, costs, or valuations between opening and closing inventory? If "Yes," attach explanation ☐ Yes ☐ No

35	Inventory at beginning of year. If different from last year's closing inventory, attach explanation	35	
36	Purchases less cost of items withdrawn for personal use	36	
37	Cost of labor. Do not include any amounts paid to yourself	37	
38	Materials and supplies	38	
39	Other costs	39	
40	Add lines 35 through 39	40	
41	Inventory at end of year	41	
42	**Cost of goods sold.** Subtract line 41 from line 40. Enter the result here and on line 4	42	

Part IV Information on Your Vehicle. Complete this part **only** if you are claiming car or truck expenses on line 9 and are not required to file Form 4562 for this business. See the instructions for line 13 to find out if you must file Form 4562.

43 When did you place your vehicle in service for business purposes? (month, day, year) ▶ / /

44 Of the total number of miles you drove your vehicle during 2011, enter the number of miles you used your vehicle for:
a Business _____ b Commuting _____ c Other _____

45 Was your vehicle available for personal use during off-duty hours? ☐ Yes ☐ No

46 Do you (or your spouse) have another vehicle available for personal use? ☐ Yes ☐ No

47 a Do you have evidence to support your deduction? ☐ Yes ☐ No
b If "Yes," is the evidence written? ☐ Yes ☐ No

Part V Other Expenses. List below business expenses not included on lines 8-26 or line 30.

PRINTING	50.
GLASSES/EYE EXAMS	520.
MISCELLANEOUS	67.
HMA FUNCTION	100.
HARTSVILLE ENT BONUS	660.
SOFTWARE	262.
UNIFORMS	153.

48 **Total other expenses.** Enter here and on line 27a 48 1,812.

SCHEDULE C (Form 1040)
Department of the Treasury
Internal Revenue Service (99)

Profit or Loss From Business
(Sole Proprietorship)

▶ For information on Schedule C and its instructions, go to www.irs.gov/schedulec
▶ Attach to Form 1040, 1040NR, or 1041; partnerships generally must file Form 1065.

OMB No. 1545-0074
2011
Attachment Sequence No. **09**

Name of proprietor	Social security number (SSN)
JAMIE C CURLEY	[redacted]

A Principal business or profession, including product or service (see instructions)	B Enter code from instructions
HANDMADE CRAFTS	▶ 999999

C Business name. If no separate business name, leave blank.	D Employer ID number (EIN), (see instr.)
RAINN MAKER HANDMADE, LLC	

E Business address (including suite or room no.) ▶ [redacted]
City, town or post office, state, and ZIP code [redacted]

F Accounting method: (1) [X] Cash (2) [ ] Accrual (3) [ ] Other (specify) ▶

G Did you "materially participate" in the operation of this business during 2011? If "No," see instructions for limit on losses ... [X] Yes [ ] No

H If you started or acquired this business during 2011, check here ▶ [ ]

I Did you make any payments in 2011 that would require you to file Form(s) 1099? (see instructions) ... [ ] Yes [X] No

J If "Yes," did you or will you file all required Forms 1099? ... [ ] Yes [ ] No

Part I Income

1a	Merchant card and third party payments. For 2011, enter -0-	1a	0.	
b	Gross receipts or sales not entered on line 1a (see instructions)	1b	11,086.	
c	Income reported to you on Form W-2 if the "Statutory Employee" box on that form was checked. **Caution.** See instr. before completing this line	1c		
d	**Total gross receipts.** Add lines 1a through 1c			1d 11,086.
2	Returns and allowances plus any other adjustments (see instructions)			2
3	Subtract line 2 from line 1d			3 11,086.
4	Cost of goods sold (from line 42)			4
5	**Gross profit.** Subtract line 4 from line 3			5 11,086.
6	Other income, including federal and state gasoline or fuel tax credit or refund (see instructions)			6
7	**Gross income.** Add lines 5 and 6 ▶			7 11,086.

Part II Expenses

Enter expenses for business use of your home only on line 30.

8	Advertising	8		18	Office expense	18 2,250.
9	Car and truck expenses (see instructions)	9		19	Pension and profit-sharing plans	19
10	Commissions and fees	10	361.	20	Rent or lease (see instructions):	
11	Contract labor (see instructions)	11	128.	a	Vehicles, machinery, and equipment	20a
12	Depletion	12		b	Other business property	20b
13	Depreciation and section 179 expense deduction (not included in Part III) (see instructions)	13		21	Repairs and maintenance	21
14	Employee benefit programs (other than on line 19)	14		22	Supplies (not included in Part III)	22 10,845.
15	Insurance (other than health)	15		23	Taxes and licenses	23 678.
16	Interest:			24	Travel, meals, and entertainment:	
a	Mortgage (paid to banks, etc.)	16a		a	Travel	24a
b	Other	16b	764.	b	Deductible meals and entertainment (see instructions)	24b 128.
17	Legal and professional services	17	888.	25	Utilities	25 1,281.
				26	Wages (less employment credits)	26
				27a	Other expenses (from line 48)	27a 7,248.
				b	**Reserved for future use**	27b

28	**Total expenses** before expenses for business use of home. Add lines 8 through 27a ▶	28 24,571.
29	Tentative profit or (loss). Subtract line 28 from line 7	29 -13,485.
30	Expenses for business use of your home. Attach **Form 8829.** Do **not** report such expenses elsewhere	30
31	**Net profit or (loss).** Subtract line 30 from line 29. • If a profit, enter on both **Form 1040, line 12** (or **Form 1040NR, line 13**) and on **Schedule SE, line 2.** If you entered an amount on line 1c, see instr. Estates and trusts, enter on **Form 1041, line 3.** • If a loss, you **must** go to line 32.	31 -13,485.
32	If you have a loss, check the box that describes your investment in this activity (see instructions). • If you checked 32a, enter the loss on both **Form 1040, line 12,** (or **Form 1040NR, line 13**) and on **Schedule SE, line 2.** If you entered an amount on line 1c, see the instructions for line 31. Estates and trusts, enter on **Form 1041, line 3.** • If you checked 32b, you **must** attach **Form 6198.** Your loss may be limited.	32a [X] All investment is at risk. 32b [ ] Some investment is not at risk.

Part III Cost of Goods Sold (see instructions)

33 Method(s) used to value closing inventory: a ☐ Cost b ☐ Lower of cost or market c ☐ Other (attach explanation)

34 Was there any change in determining quantities, costs, or valuations between opening and closing inventory? If "Yes," attach explanation ☐ Yes ☐ No

35	Inventory at beginning of year. If different from last year's closing inventory, attach explanation	35	
36	Purchases less cost of items withdrawn for personal use	36	
37	Cost of labor. Do not include any amounts paid to yourself	37	
38	Materials and supplies	38	
39	Other costs	39	
40	Add lines 35 through 39	40	
41	Inventory at end of year	41	
42	**Cost of goods sold.** Subtract line 41 from line 40. Enter the result here and on line 4	42	

Part IV Information on Your Vehicle. Complete this part **only** if you are claiming car or truck expenses on line 9 and are not required to file Form 4562 for this business. See the instructions for line 13 to find out if you must file Form 4562.

43 When did you place your vehicle in service for business purposes? (month, day, year) ▶ / /

44 Of the total number of miles you drove your vehicle during 2011, enter the number of miles you used your vehicle for:

a Business _____ b Commuting _____ c Other _____

45 Was your vehicle available for personal use during off-duty hours? ☐ Yes ☐ No

46 Do you (or your spouse) have another vehicle available for personal use? ☐ Yes ☐ No

47 a Do you have evidence to support your deduction? ☐ Yes ☐ No

b If "Yes," is the evidence written? ☐ Yes ☐ No

Part V Other Expenses. List below business expenses not included on lines 8-26 or line 30.

POSTAGE	772.
PHONE	2,603.
REGISTRATION FEES/SHOWS	100.
WEBSITE	2,571.
MISCELLANEOUS	32.
OFFICE EQUIPMENT	1,170.

48 **Total other expenses.** Enter here and on line 27a 48 7,248.

SCHEDULE D (Form 1040)
Department of the Treasury
Internal Revenue Service (99)

Capital Gains and Losses

▶ Attach to Form 1040 or Form 1040NR. ▶ See Instructions for Schedule D (Form 1040).
▶ Use Form 8949 to list your transactions for lines 1, 2, 3, 8, 9, and 10.

OMB No. 1545-0074
2011
Attachment Sequence No. 12

Name(s) shown on return

ORVILLE H DYCE & JAMIE C CURLEY

Your social security number

[redacted]

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

Complete Form 8949 before completing line 1, 2, or 3. This form may be easier to complete if you round off cents to whole dollars.	(e) Sales price from Form(s) 8949, line 2, column (e)	(f) Cost or other basis from Form(s) 8949, line 2, column (f)	(g) Adjustments to gain or loss from Form(s) 8949, line 2, column (g)	(h) Gain or (loss) Combine columns (e), (f), and (g)
1 Short-term totals from all Forms 8949 with box A checked in Part I		( )		
2 Short-term totals from all Forms 8949 with box B checked in Part I	24,913.	(28,196.)		<3,283.>
3 Short-term totals from all Forms 8949 with box C checked in Part I		( )		

4	Short-term gain from Form 6252 and short-term gain or (loss) from Forms 4684, 6781, and 8824 STMT 14	4	<1,380.>
5	Net short-term gain or (loss) from partnerships, S corporations, estates, and trusts from Schedule(s) K-1	5	
6	Short-term capital loss carryover. Enter the amount, if any, from line 8 of your **Capital Loss Carryover Worksheet** in the instructions	6	( )
7	**Net short-term capital gain or (loss).** Combine lines 1 through 6 in column (h). If you have any long-term capital gains or losses, go to Part II below. Otherwise, go to Part III on page 2	7	<4,663.>

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

Complete Form 8949 before completing line 8, 9, or 10. This form may be easier to complete if you round off cents to whole dollars.	(e) Sales price from Form(s) 8949, line 4, column (e)	(f) Cost or other basis from Form(s) 8949, line 4, column (f)	(g) Adjustments to gain or loss from Form(s) 8949, line 4, column (g)	(h) Gain or (loss) Combine columns (e), (f), and (g)
8 Long-term totals from all Forms 8949 with box A checked in Part II		( )		
9 Long-term totals from all Forms 8949 with box B checked in Part II	469,765.	(369,528.)		100,237.
10 Long-term totals from all Forms 8949 with box C checked in Part II		( )		

11	Gain from Form 4797, Part I; long-term gain from Forms 2439 and 6252; and long-term gain or (loss) from Forms 4684, 6781, and 8824 SEE STATEMENT 15	11	<2,071.>
12	Net long-term gain or (loss) from partnerships, S corporations, estates, and trusts from Schedule(s) K-1	12	
13	Capital gain distributions SEE STATEMENT 16	13	8,117.
14	Long-term capital loss carryover. Enter the amount, if any, from line 13 of your **Capital Loss Carryover Worksheet** in the instructions	14	(18,299.)
15	**Net long-term capital gain or (loss).** Combine lines 8 through 14 in column (h). Then go to Part III on page 2	15	87,984.

LHA **For Paperwork Reduction Act Notice, see your tax return instructions.** **Schedule D (Form 1040) 2011**

Part III Summary

16 Combine lines 7 and 15 and enter the result ..... 16 83,321.

- If line 16 is a **gain,** enter the amount from line 16 on Form 1040, line 13, or Form 1040NR, line 14. Then go to line 17 below.
- If line 16 is a **loss,** skip lines 17 through 20 below. Then go to line 21. Also be sure to complete line 22.
- If line 16 is **zero,** skip lines 17 through 21 below and enter -0- on Form 1040, line 13, or Form 1040NR, line 14. Then go to line 22.

17 Are lines 15 and 16 **both** gains?

[X] **Yes.** Go to line 18.

[ ] **No.** Skip lines 18 through 21, and go to line 22.

18 Enter the amount, if any, from line 7 of the **28% Rate Gain Worksheet** in the instructions ..... ▶ 18

19 Enter the amount, if any, from line 18 of the **Unrecaptured Section 1250 Gain Worksheet** in the instructions SEE STATEMENT 17 ..... ▶ 19

20 Are lines 18 and 19 **both** zero or blank?

[X] **Yes.** Complete Form 1040 through line 43, or Form 1040NR through line 41. Then complete the **Qualified Dividends and Capital Gain Tax Worksheet** in the instructions for Form 1040, line 44 (or in the instructions for Form 1040NR, line 42). **Do not** complete lines 21 and 22 below.

[ ] **No.** Complete Form 1040 through line 43, or Form 1040NR through line 41. Then complete the **Schedule D Tax Worksheet** in the instructions. **Do not** complete lines 21 and 22 below.

21 If line 16 is a loss, enter here and on Form 1040, line 13, or Form 1040NR, line 14, the **smaller** of:

- The loss on line 16 or
- ($3,000), or if married filing separately, ($1,500)

..... 21 ( )

Note. When figuring which amount is smaller, treat both amounts as positive numbers.

22 Do you have qualified dividends on Form 1040, line 9b, or Form 1040NR, line 10b?

[ ] **Yes.** Complete Form 1040 through line 43, or Form 1040NR through line 41. Then complete the **Qualified Dividends and Capital Gain Tax Worksheet** in the instructions for Form 1040, line 44 (or in the instructions for Form 1040NR, line 42).

[ ] **No.** Complete the rest of Form 1040 or Form 1040NR.

Form **8949**

Department of the Treasury
Internal Revenue Service (99)

Sales and Other Dispositions of Capital Assets

▶ See Instructions for Schedule D (Form 1040).

▶ For more information about Form 8949, see *www.irs.gov/form8949*

▶ Attach to Schedule D to list your transactions for lines 1, 2, 3, 8, 9, and 10.

OMB No. 1545-0074

2011

Attachment Sequence No. **12A**

Name(s) shown on return

ORVILLE H DYCE & JAMIE C CURLEY

Your social security number

[redacted]

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

Note: You **must** check **one** of the boxes below. Complete a *separate* Form 8949, page 1, for **each** box that is checked.

* **Caution.** Do not complete column (b) or (g) until you have read the instructions for those columns (see the Instructions for Schedule D (Form 1040)). Columns (b) and (g) do not apply for most transactions and should generally be left blank.

☐ **(A)** Short-term transactions reported on Form 1099-B with basis reported to the IRS

☒ **(B)** Short-term transactions reported on Form 1099-B but basis not reported to the IRS

☐ **(C)** Short-term transactions for which you cannot check box A or B

1 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Code, if any, for column (g)*	(c) Date acquired (Mo., day, yr.)	(d) Date sold (Mo., day, yr.)	(e) Sales price	(f) Cost or other basis	(g) Adjustments to gain or loss, if any*
LT - SEE ATTACHED DETAIL		VARIOUS	12/31/11	24,913.	28,196.	

2 **Totals.** Add the amounts in columns (e) and (f). Also, combine the amounts in column (g). Enter here and include on Schedule D, **line 1** (if **box A** above is checked), **line 2** (if **box B** above is checked), or **line 3** (if **box C** above is checked) ▶ 2 | 24,913. | 28,196. |

Name(s) shown on return. Do not enter name and social security number if shown on other side.
ORVILLE H DYCE & JAMIE C CURLEY

Your social security number
[redacted]

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

Note: You **must** check **one** of the boxes below. Complete a *separate* Form 8949, page 2, for **each** box that is checked.

* **Caution.** Do not complete column (b) or (g) until you have read the instructions for those columns (see the Instructions for Schedule D (Form 1040)). Columns (b) and (g) do not apply for most transactions and should generally be left blank.

☐ **(A)** Long-term transactions reported on Form 1099-B with basis reported to the IRS

☒ **(B)** Long-term transactions reported on Form 1099-B but basis not reported to the IRS

☐ **(C)** Long-term transactions for which you cannot check box A or B

3 (a) Description of property (Example: 100 sh. XYZ Co.)	(b) Code, if any, for column (g)*	(c) Date acquired (Mo., day, yr.)	(d) Date sold (Mo., day, yr.)	(e) Sales price	(f) Cost or other basis	(g) Adjustments to gain or loss, if any*
ST - SEE ATTACHED						
DETAIL		VARIOUS	12/31/11	469,765.	369,528.	
				0.		

4 **Totals.** Add the amounts in columns (e) and (f). Also, combine the amounts in column (g). Enter here and include on Schedule D, **line 8** (if **box A** above is checked), **line 9** (if **box B** above is checked), or **line 10** (if **box C** above is checked) ▶	4	469,765.	369,528.	

SCHEDULE E
(Form 1040)
Department of the Treasury
Internal Revenue Service (99)

Supplemental Income and Loss

(From rental real estate, royalties, partnerships, S corporations, estates, trusts, REMICs, etc.)

▶ Attach to Form 1040, 1040NR, or Form 1041. ▶ See separate instructions.

OMB No. 1545-0074

2011

Attachment Sequence No. 13

Name(s) shown on return

ORVILLE H DYCE & JAMIE C CURLEY

Your social security number

[redacted]

A Did you make any payments in 2011 that would require you to file Form(s) 1099? (see instructions) ☐ Yes ☒ No

B If "Yes," did you or will you file all required Forms 1099? ☐ Yes ☐ No

Part I Income or Loss From Rental Real Estate and Royalties

Note. If you are in the business of renting personal property, use **Schedule C** or **C-EZ** (see instructions). If you are an individual, report farm rental income or loss from **Form 4835** on page 2, line 40.

Caution. For each rental property listed on line 1, check the box in the last column only if you owned that property as a member of a qualified joint venture (QJV) reporting income not subject to self-employment tax.

	1 Physical address of each property-street, city, state, ZIP	Type-from list below	2 For each rental real estate property listed, report the number of days rented at fair rental value and days with personal use. See instructions.	Fair Rental Days	Personal Use Days	QJV
A	15 WATROO POIN, CHARLESTON, SC 29492	1	A	365		
B	2257 DANIEL IS, CHARLESTON, SC 29492	1	B	365		
C			C			

Type of Property:

1 Single Family Residence 3 Vacation/Short-Term Rental 5 Land 7 Self-Rental
2 Multi-Family Residence 4 Commercial 6 Royalties 8 Other (describe)

Income:		Properties A	Properties B	Properties C
3a Merchant card and third party payments. For 2011, enter -0-	3a	0.	0.	
b Payments not reported to you on line 3a	3b	33,654.	21,795.	
4 Total not including amounts on line 3a that are not income (see instructions)	4	33,654.	21,795.	
Expenses:				
5 Advertising	5			
6 Auto and travel (see instructions)	6			
7 Cleaning and maintenance	7	1,008.		
8 Commissions	8			
9 Insurance	9	7,683.	364.	
10 Legal and other professional fees	10			
11 Management fees	11	3,391.	2,180.	
12 Mortgage interest paid to banks, etc. (see instructions)	12	56,686.	17,807.	
13 Other interest	13			
14 Repairs	14	4,024.	466.	
15 Supplies	15			
16 Taxes	16	60,388.	4,698.	
17 Utilities	17	2,127.		
18 Depreciation expense or depletion	18	52,335.	12,073.	
19 Other (list) ▶ STMT 18 STMT 19	19	7,548.	4,453.	
20 Total expenses. Add lines 5 through 19	20	195,190.	42,041.	
21 Subtract line 20 from line 4. If result is a (loss), see instructions to find out if you must file **Form 6198**	21	-161,536.	-20,246.	
22 Deductible rental real estate loss after limitation, if any, on **Form 8582** (see instructions)	22	(3,595.)	(1,477.)	( )

23a Total of all amounts reported on line 3a for all rental properties	23a	
b Total of all amounts reported on line 3a for all royalty properties	23b	
c Total of all amounts reported on line 4 for all rental properties	23c	55,449.
d Total of all amounts reported on line 4 for all royalty properties	23d	
e Total of all amounts reported on line 12 for all properties	23e	74,493.
f Total of all amounts reported on line 18 for all properties	23f	64,408.
g Total of all amounts reported on line 20 for all properties	23g	237,231.

24 **Income.** Add positive amounts shown on line 21. **Do not** include any losses	24	0.
25 **Losses.** Add royalty losses from line 21 and rental real estate losses from line 22. Enter total losses here	25	(5,072.)
26 **Total rental real estate and royalty income or (loss).** Combine lines 24 and 25. Enter the result here. If Parts II, III, IV, and line 40 on page 2 do not apply to you, also enter this amount on Form 1040, line 17, or Form 1040NR, line 18. Otherwise, include this amount in the total on line 41 on page 2	26	-5,072.

SCENT Def Exhibit 216

Name(s) shown on return. Do not enter name and social security number if shown on page 1.

ORVILLE H DYCE & JAMIE C CURLEY

Your social security number [redacted]

Caution. The IRS compares amounts reported on your tax return with amounts shown on Schedule(s) K-1.

Part II Income or Loss From Partnerships and S Corporations

Note. If you report a loss from an at-risk activity for which **any** amount is **not** at risk, you **must** check column **(e)** on line 28 and attach **Form 6198.** See instructions.

27 Are you reporting any loss not allowed in a prior year due to the at-risk or basis limitations, a prior year unallowed loss from a passive activity (if that loss was not reported on Form 8582), or unreimbursed partnership expenses? [X] Yes [ ] No

If you answered "Yes," see instructions before completing this section.

28	(a) Name	(b) Enter P for partnership; S for S corporation	(c) Check if foreign partnership	(d) Employer identification number	(e) Check if any amount is not at risk
A	SEE STATEMENT 20				
B					
C					
D					

	Passive Income and Loss		Nonpassive Income and Loss		
	(f) Passive loss allowed (attach **Form 8582** if required)	(g) Passive income from **Schedule K-1**	(h) Nonpassive loss from **Schedule K-1**	(i) Section 179 expense deduction from **Form 4562**	(j) Nonpassive income from **Schedule K-1**
A					
B					
C					
D					
29a Totals		5,072.			
b Totals			39,440.		

30	Add columns (g) and (j) of line 29a	30	5,072.
31	Add columns (f), (h), and (i) of line 29b	31	(39,440.)
32	**Total partnership and S corporation income or (loss).** Combine lines 30 and 31. Enter the result here and include in the total on line 41 below	32	-34,368.

Part III Income or Loss From Estates and Trusts

33	(a) Name	(b) Employer identification number
A		
B		

	Passive Income and Loss		Nonpassive Income and Loss	
	(c) Passive deduction or loss allowed (attach **Form 8582** if required)	(d) Passive income from **Schedule K-1**	(e) Deduction or loss from **Schedule K-1**	(f) Other income from **Schedule K-1**
A				
B				
34a Totals				
b Totals				

35	Add columns (d) and (f) of line 34a	35	
36	Add columns (c) and (e) of line 34b	36	( )
37	**Total estate and trust income or (loss).** Combine lines 35 and 36. Enter the result here and include in the total on line 41 below	37	

Part IV Income or Loss From Real Estate Mortgage Investment Conduits (REMICs) - Residual Holder

38	(a) Name	(b) Employer identification number	(c) Excess inclusion from **Schedules Q,** line 2c (see instructions)	(d) Taxable income (net loss) from **Schedules Q,** line 1b	(e) Income from **Schedules Q,** line 3b

39	Combine columns (d) and (e) only. Enter the result here and include in the total on line 41 below	39	

Part V Summary * ENTIRE DISPOSITION OF ACTIVITY

40	Net farm rental income or (loss) from **Form 4835.** Also, complete line 42 below	40	
41	**Total income or (loss).** Combine lines 26, 32, 37, 39, and 40. Enter the result here and on Form 1040, line 17, or Form 1040NR, line 18 ▶	41	-39,440.
42	**Reconciliation of farming and fishing income.** Enter your **gross** farming and fishing income reported on Form 4835, line 7; Schedule K-1 (Form 1065), box 14, code B; Schedule K-1 (Form 1120S), box 17, code U; and Schedule K-1 (Form 1041), line 14, code F (see instructions)	42	
43	**Reconciliation for real estate professionals.** If you were a real estate professional (see instructions), enter the net income or (loss) you reported anywhere on Form 1040 or Form 1040NR from all rental real estate activities in which you materially participated under the passive activity loss rules	43	

Form **3800**

Department of the Treasury
Internal Revenue Service (99)

General Business Credit

▶ See separate instructions.
▶ Attach to your tax return.

OMB No. 1545-0895

2011

Attachment Sequence No. **22**

Name(s) shown on return

ORVILLE H DYCE & JAMIE C CURLEY

Identifying number

~~000-00-2427~~

Part I Current Year Credit for Credits Not Allowed Against Tentative Minimum Tax (TMT)

(See instructions and complete Part(s) III before Parts I and II)

1	General business credit from line 2 of all Parts III with box A checked		1	
2	Passive activity credits from line 2 of all Parts III with box B checked	2		
3	Enter the applicable passive activity credits allowed for 2011 (see instructions)		3	
4	Carryforward of general business credit to 2011. Enter the amount from line 2 of Part III with box C checked. See instructions for schedule to attach		4	
5	Carryback of general business credit from 2012. Enter the amount from line 2 of Part III with box D checked		5	
6	Add lines 1, 3, 4, and 5		6	

Part II Allowable Credit

7	Regular tax before credits: • Individuals. Enter the amount from Form 1040, line 44, or Form 1040NR, line 42 • Corporations. Enter the amount from Form 1120, Schedule J, Part I, line 2; or the applicable line of your return • Estates and trusts. Enter the sum of the amounts from Form 1041, Schedule G, lines 1a and 1b; or the amount from the applicable line of your return		7	151,755.
8	Alternative minimum tax: • Individuals. Enter the amount from Form 6251, line 35 • Corporations. Enter the amount from Form 4626, line 14 • Estates and trusts. Enter the amount from Schedule I (Form 1041), line 56		8	22,257.
9	Add lines 7 and 8		9	174,012.
10a	Foreign tax credit	10a 121.		
b	Personal credits from Form 1040 or 1040NR (see instructions)	10b		
c	Add lines 10a and 10b		10c	121.
11	**Net income tax.** Subtract line 10c from line 9. If zero, skip lines 12 through 15 and enter -0- on line 16a		11	173,891.
12	**Net regular tax.** Subtract line 10c from line 7. If zero or less, enter -0-	12 151,634.		
13	Enter 25% (.25) of the excess, if any, of line 12 over $25,000 (see instructions)	13 31,659.		
14	Tentative minimum tax: • Individuals. Enter the amount from Form 6251, line 33 • Corporations. Enter the amount from Form 4626, line 12 • Estates and trusts. Enter the amount from Schedule I (Form 1041), line 54	14 173,891.		
15	Enter the greater of line 13 or line 14		15	173,891.
16a	Subtract line 15 from line 11. If zero or less, enter -0-		16a	0.
b	For a corporation electing to accelerate the research credit, enter the bonus depreciation amount attributable to the research credit (see instructions)		16b	
c	Add lines 16a and 16b		16c	
17a	Enter the **smaller** of line 6 or line 16c		17a	0.
	C corporations: See the line 17a instructions if there has been an ownership change, acquisition, or reorganization.			
b	Enter the smaller of line 6 or line 16a. If you made an entry on line 16b, go to line 17c; otherwise, skip line 17c (see instructions)		17b	0.
c	Subtract line 17b from line 17a. This is the refundable amount for a corporation electing to accelerate the research credit. Include this amount on Form 1120, Schedule J, Part II, line 19c (or the applicable line of your return)		17c	

SCENT Def Exhibit 216

Part II Allowable Credit *(Continued)*

Note. If you are not required to report any amounts on lines 22 or 24 below, skip lines 18 through 25 and enter -0- on line 26.

18	Multiply line 14 by 75% (.75) (see instructions)	18	
19	Enter the greater of line 13 or line 18	19	
20	Subtract line 19 from line 11. If zero or less, enter -0-	20	
21	Subtract line 17b from line 20. If zero or less, enter -0-	21	
22	Combine the amounts from line 3 of all Parts III with box A, C, or D checked	22	
23	Passive activity credit from line 3 of all Parts III with box B checked — 23		
24	Enter the applicable passive activity credit allowed for 2011 (see instructions)	24	
25	Add lines 22 and 24	25	
26	Empowerment zone and renewal community employment credit allowed. Enter the smaller of line 21 or line 25	26	0.
27	Subtract line 13 from line 11. If zero or less, enter -0-	27	142,232.
28	Add lines 17b and 26	28	
29	Subtract line 28 from line 27. If zero or less, enter -0-	29	142,232.
30	Enter the general business credit from line 5 of all Parts III with box A checked	30	
31	Enter the total eligible small business credit from line 6 of all Parts III with box E checked	31	
32	Passive activity credits from line 5 of all Parts III with box B checked and line 6 of all Parts III with box F checked — 32 3.		
33	Enter the applicable passive activity credits allowed for 2011 (see instructions)	33	
34	Carryforward of business credit to 2011. Enter the amount from line 5 of Part III with box C checked and line 6 of Part III with box G checked. See instructions for schedule to attach	34	
35	Carryback of business credit from 2012. Enter the amount from line 5 of Part III with box D checked and line 6 of Part III with box H checked (see instructions)	35	
36	Add lines 30, 31, 33, 34, and 35	36	
37	Enter the **smaller** of line 29 or line 36	37	
38	**Credit allowed for the current year.** Add lines 28 and 37. Report the amount from line 38 (if smaller than the sum of Part I, line 6, and Part II, lines 25 and 36, see instructions) as indicated below or on the applicable line of your return: • Individuals. Form 1040, line 53, or Form 1040NR, line 50 • Corporations. Form 1120, Schedule J, Part I, line 5c • Estates and trusts. Form 1041, Schedule G, line 2b	38	

Part III General Business Credits or Eligible Small Business Credits (see instructions)

Complete a separate Part III for each box checked below. (see instructions)

A ☐ General Business Credit From a Non-Passive Activity
B ☐ General Business Credit From a Passive Activity
C ☐ General Business Credit Carryforwards
D ☐ General Business Credit Carrybacks
E ☐ Eligible Small Business Credit From a Non-Passive Activity
F ☒ Eligible Small Business Credit From a Passive Activity
G ☐ Eligible Small Business Credit Carryforwards
H ☐ Eligible Small Business Credit Carrybacks

I If you are filing more than one Part III with box A, B, E, or F checked, complete and attach first an additional Part III combining amounts from all Parts III with box A, B, E, or F checked. Check here if this is the consolidated Part III ▶ ☐

	(a) Description of credit **Note:** On any line where the credit is from more than one source, a separate Part III is needed for each pass-through entity.		(b) If claiming the credit from a pass-through entity, enter the EIN	(c) Enter the appropriate amount
1a	Investment (Form 3468, Part II only) (attach Form 3468)	1a		
b	Reserved for future use	1b		
c	Increasing research activities (Form 6765)	1c		
d	Low-income housing (Form 8586, Part I only)	1d		
e	Disabled access (Form 8826) (do not enter more than $5,000 in column (c) of Parts III with box A, B, E, or F checked, combined)	1e		
f	Renewable electricity, refined coal, and Indian coal production (Form 8835)	1f		
g	Indian employment (Form 8845)	1g		
h	Orphan drug (Form 8820)	1h		
i	New markets (Form 8874)	1i		
j	Small employer pension plan startup costs (Form 8881) (do not enter more than $500 in column (c) of Parts III with box A, B, E, or F checked, combined)	1j		
k	Employer-provided child care facilities and services (Form 8882)	1k		
l	Biodiesel and renewable diesel fuels (attach Form 8864)	1l		
m	Low sulfur diesel fuel production (Form 8896)	1m		
n	Distilled spirits (Form 8906)	1n		
o	Nonconventional source fuel (Form 8907)	1o	57-1029438	1.
p	Energy efficient home (Form 8908)	1p		
q	Energy efficient appliance (Form 8909)	1q		
r	Alternative motor vehicle (Form 8910)	1r		
s	Alternative fuel vehicle refueling property (Form 8911)	1s		
t	Reserved for future use	1t		
u	Mine rescue team training (Form 8923)	1u		
v	Agricultural chemicals security (Form 8931) (do not enter more than $2 million in column (c) of Parts III with box A, B, E, or F checked, combined)	1v		
w	Employer differential wage payments (Form 8932)	1w		
x	Carbon dioxide sequestration (Form 8933)	1x		
y	Qualified plug-in electric drive motor vehicle (Form 8936)	1y		
z	Qualified plug-in electric vehicle (Form 8834, Part I only)	1z		
aa	New hire retention (Form 5884-B)	1aa		
bb	General credits from an electing large partnership (Schedule K-1 (Form 1065-B))	1bb		
zz	Other	1zz		
2	Add lines 1a through 1zz and enter here	2		1.
3	Enter the amount from Form 8844	3		
4a	Investment (Form 3468, Part III) (attach Form 3468)	4a		
b	Work opportunity (Form 5884)	4b	57-1029438	2.
c	Alcohol and cellulosic biofuel fuels (Form 6478)	4c		
d	Low-income housing (Form 8586, Part II)	4d		
e	Renewable electricity, refined coal, and Indian coal production (Form 8835)	4e		
f	Employer social security and Medicare taxes paid on certain employee tips (Form 8846)	4f		
g	Qualified railroad track maintenance (Form 8900)	4g		
h	Small employer health insurance premiums (Form 8941)	4h		
i	Reserved for future use	4i		
j	Reserved for future use	4j		
z	Other	4z		
5	Add lines 4a through 4z and enter here	5		2.
6	Add lines 2, 3, and 5	6		3.

Form **6251**

Department of the Treasury
Internal Revenue Service (99)

Alternative Minimum Tax - Individuals

▶ Attach to Form 1040 or Form 1040NR.

OMB No. 1545-0074

2011

Attachment Sequence No. **32**

Name(s) shown on Form 1040 or Form 1040NR

ORVILLE H DYCE & JAMIE C CURLEY

Your social security number

[redacted]

Part I Alternative Minimum Taxable Income

1	If filing Schedule A (Form 1040), enter the amount from Form 1040, line 41, and go to line 2. Otherwise, enter the amount from Form 1040, line 38, and go to line 7. (If less than zero, enter as a negative amount.)	1	587,369.
2	Medical and dental. Enter the **smaller** of Schedule A (Form 1040), line 4, **or** 2.5% (.025) of Form 1040, line 38. If zero or less, enter -0-	2	
3	Taxes from Schedule A (Form 1040), line 9	3	49,375.
4	Enter the home mortgage interest adjustment, if any, from line 6 of the worksheet in the instructions for this line	4	
5	Miscellaneous deductions from Schedule A (Form 1040), line 27	5	37,166.
6	Skip this line. It is reserved for future use	6	
7	Tax refund from Form 1040, line 10 or line 21	7	
8	Investment interest expense (difference between regular tax and AMT)	8	
9	Depletion (difference between regular tax and AMT)	9	
10	Net operating loss deduction from Form 1040, line 21. Enter as a positive amount	10	
11	Alternative tax net operating loss deduction	11	
12	Interest from specified private activity bonds exempt from the regular tax SEE STATEMENT 22	12	38.
13	Qualified small business stock (7% of gain excluded under section 1202)	13	
14	Exercise of incentive stock options (excess of AMT income over regular tax income)	14	
15	Estates and trusts (amount from Schedule K-1 (Form 1041), box 12, code A)	15	
16	Electing large partnerships (amount from Schedule K-1 (Form 1065-B), box 6)	16	
17	Disposition of property (difference between AMT and regular tax gain or loss)	17	
18	Depreciation on assets placed in service after 1986 (difference between regular tax and AMT)	18	
19	Passive activities (difference between AMT and regular tax income or loss) SEE STATEMENT 21	19	0.
20	Loss limitations (difference between AMT and regular tax income or loss)	20	
21	Circulation costs (difference between regular tax and AMT)	21	
22	Long-term contracts (difference between AMT and regular tax income)	22	
23	Mining costs (difference between regular tax and AMT)	23	
24	Research and experimental costs (difference between regular tax and AMT)	24	
25	Income from certain installment sales before January 1, 1987	25	
26	Intangible drilling costs preference	26	
27	Other adjustments, including income-based related adjustments	27	
28	**Alternative minimum taxable income.** Combine lines 1 through 27. (If married filing separately and line 28 is more than $223,900, see instructions.)	28	673,948.

Part II Alternative Minimum Tax (AMT)

29 Exemption. (If you were under age 24 at the end of 2011, see instructions.)

IF your filing status is	AND line 28 is not over	THEN enter on line 29
Single or head of household	$112,500	$48,450
Married filing jointly or qualifying widow(er)	150,000	74,450
Married filing separately	75,000	37,225

If line 28 is **over** the amount shown above for your filing status, see instructions.

29		29	0.
30	Subtract line 29 from line 28. If more than zero, go to line 31. If zero or less, enter -0- here and on lines 31, 33, and 35, and go to line 34	30	673,948.
31	• If you are filing Form 2555 or 2555-EZ, see instructions for the amount to enter. • If you reported capital gain distributions directly on Form 1040, line 13; you reported qualified dividends on Form 1040, line 9b; **or** you had a gain on both lines 15 and 16 of Schedule D (Form 1040) (as refigured for the AMT, if necessary), complete Part III on page 2 and enter the amount from line 54 here. • **All others:** If line 30 is $175,000 or less ($87,500 or less if married filing separately), multiply line 30 by 26% (.26). Otherwise, multiply line 30 by 28% (.28) and subtract $3,500 ($1,750 if married filing separately) from the result.	31	174,012.
32	Alternative minimum tax foreign tax credit (see instructions)	32	121.
33	Tentative minimum tax. Subtract line 32 from line 31	33	173,891.
34	Tax from Form 1040, line 44 (minus any tax from Form 4972 and any foreign tax credit from Form 1040, line 47). If you used Sch J to figure your tax, the amount from line 44 of Form 1040 must be refigured without using Sch J	34	151,634.
35	**AMT.** Subtract line 34 from line 33. If zero or less, enter -0-. Enter here and on Form 1040, line 45	35	22,257.

Part III Tax Computation Using Maximum Capital Gains Rates

Complete Part III only if you are required to do so by line 31 or by the Foreign Earned Income Tax Worksheet in the instructions.

36	Enter the amount from Form 6251, line 30. If you are filing Form 2555 or 2555-EZ, enter the amount from line 3 of the worksheet in the instructions for this line		36	673,948.
37	Enter the amount from line 6 of the Qualified Dividends and Capital Gain Tax Worksheet in the instructions for Form 1040, line 44, or the amount from line 13 of the Schedule D Tax Worksheet in the instructions for Schedule D (Form 1040), whichever applies (as refigured for the AMT, if necessary) (see instructions). If you are filing Form 2555 or 2555-EZ, see instructions for the amount to enter	37 86,105.		
38	Enter the amount from Schedule D (Form 1040), line 19 (as refigured for the AMT, if necessary) (see instructions). If you are filing Form 2555 or 2555-EZ, see instructions for the amount to enter	38		
39	If you did not complete a Schedule D Tax Worksheet for the regular tax or the AMT, enter the amount from line 37. Otherwise, add lines 37 and 38, and enter the **smaller** of that result or the amount from line 10 of the Schedule D Tax Worksheet (as refigured for the AMT, if necessary). If you are filing Form 2555 or 2555-EZ, see instructions for the amount to enter	39 86,105.		
40	Enter the **smaller** of line 36 or line 39		40	86,105.
41	Subtract line 40 from line 36		41	587,843.
42	If line 41 is $175,000 or less ($87,500 or less if married filing separately), multiply line 41 by 26% (.26). Otherwise, multiply line 41 by 28% (.28) and subtract $3,500 ($1,750 if married filing separately) from the result ▶		42	161,096.
43	Enter: • $69,000 if married filing jointly or qualifying widow(er), • $34,500 if single or married filing separately, or • $46,250 if head of household.	43 69,000.		
44	Enter the amount from line 7 of the Qualified Dividends and Capital Gain Tax Worksheet in the instructions for Form 1040, line 44, or the amount from line 14 of the Schedule D Tax Worksheet in the instructions for Schedule D (Form 1040), whichever applies (as figured for the regular tax). If you did not complete either worksheet for the regular tax, enter -0-	44 482,764.		
45	Subtract line 44 from line 43. If zero or less, enter -0-	45 0.		
46	Enter the **smaller** of line 36 or line 37	46 86,105.		
47	Enter the **smaller** of line 45 or line 46	47		
48	Subtract line 47 from line 46	48 86,105.		
49	Multiply line 48 by 15% (.15) ▶		49	12,916.
	If line 38 is zero or blank, skip lines 50 and 51 and go to line 52. Otherwise, go to line 50.			
50	Subtract line 46 from line 40	50		
51	Multiply line 50 by 25% (.25) ▶		51	
52	Add lines 42, 49, and 51		52	174,012.
53	If line 36 is $175,000 or less ($87,500 or less if married filing separately), multiply line 36 by 26% (.26). Otherwise, multiply line 36 by 28% (.28) and subtract $3,500 ($1,750 if married filing separately) from the result		53	185,205.
54	Enter the **smaller** of line 52 or line 53 here and on line 31. If you are filing Form 2555 or 2555-EZ, do not enter this amount on line 31. Instead, enter it on line 4 of the worksheet in the instructions for line 31		54	174,012.

Form **6251** (2011)

119591
12-22-11

SCENT Def Exhibit 216

Form **8606**

Department of the Treasury
Internal Revenue Service (99)

Nondeductible IRAs

▶ See separate instructions.

▶ Attach to Form 1040, Form 1040A, or Form 1040NR.

OMB No. 1545-0074

2011

Attachment Sequence No. **48**

Name. If married, file a separate form for each spouse required to file Form 8606. See instructions.
ORVILLE H DYCE

Your social security number
[redacted]

Fill in Your Address Only If You Are Filing This Form by Itself and Not With Your Tax Return

Home address (number and street, or P.O. box if mail is not delivered to your home) | Apt. no.

City, town or post office, state, and ZIP code

Part I Nondeductible Contributions to Traditional IRAs and Distributions From Traditional, SEP, and SIMPLE IRAs

Complete this part only if one or more of the following apply.

- You made nondeductible contributions to a traditional IRA for 2011.
- You took distributions from a traditional, SEP, or SIMPLE IRA in 2011 **and** you made nondeductible contributions to a traditional IRA in 2011 or an earlier year. For this purpose, a distribution does not include a rollover, qualified charitable distribution, one-time distribution to fund an HSA, conversion, recharacterization, or return of certain contributions.
- You converted part, but not all, of your traditional, SEP, and SIMPLE IRAs to Roth IRAs in 2011 (excluding any portion you recharacterized) **and** you made nondeductible contributions to a traditional IRA in 2011 or an earlier year.

1	Enter your nondeductible contributions to traditional IRAs for 2011, including those made for 2011 from January 1, 2012, through April 17, 2012 (see instructions)		1	
2	Enter your total basis in traditional IRAs (see instructions)		2	2,997.
3	Add lines 1 and 2		3	2,997.
	In 2011, did you take a distribution from traditional, SEP, or SIMPLE IRAs, or make a Roth IRA conversion? — **No** ▶ Enter the amount from line 3 on line 14. Do not complete the rest of Part I. — **Yes** ▶ Go to line 4.			
4	Enter those contributions included on line 1 that were made from January 1, 2012, through April 17, 2012		4	
5	Subtract line 4 from line 3		5	
6	Enter the value of **all** your traditional, SEP, and SIMPLE IRAs as of December 31, 2011, plus any outstanding rollovers (see instructions)	6		
7	Enter your distributions from traditional, SEP, and SIMPLE IRAs in 2011. **Do not** include rollovers, qualified charitable distributions, a one-time distribution to fund an HSA, conversions to a Roth IRA, certain returned contributions, or recharacterizations of traditional IRA contributions (see instructions)	7		
8	Enter the net amount you converted from traditional, SEP, and SIMPLE IRAs to Roth IRAs in 2011. **Do not** include amounts converted that you later recharacterized (see instructions). Also enter this amount on line 16	8		
9	Add lines 6, 7, and 8	9		
10	Divide line 5 by line 9. Enter the result as a decimal rounded to at least 3 places. If the result is 1.000 or more, enter "1.000"	10	x	
11	Multiply line 8 by line 10. This is the nontaxable portion of the amount you converted to Roth IRAs. Also enter this amount on line 17	11		
12	Multiply line 7 by line 10. This is the nontaxable portion of your distributions that you did not convert to a Roth IRA	12		
13	Add lines 11 and 12. This is the nontaxable portion of all your distributions		13	
14	Subtract line 13 from line 3. This is **your total basis in traditional IRAs for 2011 and earlier years**		14	2,997.
15	**Taxable amount.** Subtract line 12 from line 7. If more than zero, also include this amount on Form 1040, line 15b; Form 1040A, line 11b; or Form 1040NR, line 16b		15	
	Note: You may be subject to an additional 10% tax on the amount on line 15 if you were under age 59 1/2 at the time of the distribution (see instructions).			

Part II 2011 Conversions From Traditional, SEP, or SIMPLE IRAs to Roth IRAs

Complete this part if you converted part or all of your traditional, SEP, and SIMPLE IRAs to a Roth IRA in 2011 (excluding any portion you recharacterized).

16	If you completed Part I, enter the amount from line 8. Otherwise, enter the net amount you converted from traditional, SEP, and SIMPLE IRAs to Roth IRAs in 2011. **Do not** include amounts you later recharacterized back to traditional, SEP, or SIMPLE IRAs in 2011 or 2012 (see instructions)	16	
17	If you completed Part I, enter the amount from line 11. Otherwise, enter your basis in the amount on line 16 (see instructions)	17	
18	**Taxable amount.** Subtract line 17 from line 16. Also include this amount on Form 1040, line 15b; Form 1040A, line 11b; or Form 1040NR, line 16b	18	

SCENT Def Exhibit 216

Part III Distributions From Roth IRAs

Complete this part only if you took a distribution from a Roth IRA in 2011. For this purpose, a distribution does not include a rollover, a qualified charitable distribution, a one-time distribution to fund an HSA, recharacterization, or return of certain contributions (see instructions).

19	Enter your total nonqualified distributions from Roth IRAs in 2011, including any qualified first-time homebuyer distributions and certain qualified distributions (see instructions)	19	
20	Qualified first-time homebuyer expenses (see instructions). **Do not** enter more than $10,000	20	
21	Subtract line 20 from line 19. If zero or less, enter -0-, skip lines 22 through 24, and enter -0- on line 25	21	
22	Enter your basis in Roth IRA contributions (see instructions)	22	
23	Subtract line 22 from line 21. If zero or less, enter -0-, skip line 24, and enter -0- on line 25. If more than zero, you may be subject to an additional tax (see instructions)	23	
24	Enter your basis in conversions from traditional, SEP, and SIMPLE IRAs and rollovers from qualified retirement plans to a Roth IRA (see instructions)	24	
25	Subtract line 24 from line 23. If zero or less, enter -0- and see the **Note** below	25	
	Note. If you completed lines 20a and 20b or 25a and 25b of your 2010 Form 8606, go to line 26 (see instructions). Otherwise, skip lines 26 through 35 and go to line 36.		
26	Enter the total of lines 20a, 20b, 25a, and 25b from your 2010 Form 8606. (If zero, see the note above)	26	
27	Enter the smaller of line 23 or line 24	27	
28	Enter the portion of line 24, if any, that was converted before 2010 (see instructions)	28	
29	Subtract line 28 from line 27	29	
30	Enter the amount, if any, from your 2010 Form 8606, line 33	30	
31	Subtract line 30 from line 26	31	
32	Enter the smaller of line 29 or line 31	32	
33	Enter the total of lines 20a and 25a from your 2010 Form 8606	33	
34	Add lines 32 and 33	34	
35	Enter the smaller of line 31 or line 34	35	
36	**Taxable amount.** Add lines 25 and 35. If more than zero, also include this amount on Form 1040, line 15b; Form 1040A, line 11b; or Form 1040NR, line 16b	36	
	Next. If the amount on line 26 is more than zero, complete lines 37 and 38 to refigure the amount you must include in your income in 2012; otherwise, skip lines 37 and 38.		
37	Add lines 30 and 35	37	
38	**Amount subject to tax in 2012.** Subtract line 37 from line 26. If you do not take a distribution in 2012 from a Roth IRA, enter this amount on the applicable line of your 2012 tax return	38	

Part IV Certain Distributions from Designated Roth Accounts

Complete this part only if you took a distribution from your designated Roth account in 2011 and, in 2010, you had an in-plan rollover to your designated Roth account and you completed lines 25a and 25b of your 2010 Form 8606 that you filed to report the in-plan rollover.

39	Enter the amount from box 10 of your 2011 Form 1099-R	39	
40	Enter the total of lines 25a and 25b from your 2010 Form 8606	40	
41	Enter the amount, if any, from line 3 of the Designated Roth Account Income Acceleration Worksheet in your 2010 Instructions for Form 8606	41	
42	Subtract line 41 from line 40	42	
43	Enter the smaller of line 39 or line 42	43	
44	Enter the amount from line 25a of your 2010 Form 8606	44	
45	Add lines 43 and 44	45	
46	**Taxable amount.** Enter the smaller of line 42 or line 45. Include this amount on Form 1040, line 16b; Form 1040A, line 12b; or Form 1040NR, line 17b	46	
47	Add lines 41 and 45	47	
48	**Amount subject to tax in 2012.** Subtract line 47 from line 40. Include this amount on the applicable line of your 2012 tax return	48	

Sign Here Only If You Are Filing This Form by Itself and Not With Your Tax Return

Under penalties of perjury, I declare that I have examined this form, including accompanying attachments, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

▶ Your signature ▶ Date

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Form **6781**
Department of the Treasury
Internal Revenue Service

Gains and Losses From Section 1256 Contracts and Straddles

▶ Attach to your tax return.

OMB No. 1545-0644
2011
Attachment Sequence No. **82**

Name(s) shown on tax return

Identifying number

ORVILLE H DYCE & JAMIE C CURLEY

[redacted]

Check all applicable boxes (see instructions).
A ☐ Mixed straddle election
B ☐ Straddle-by-straddle identification election
C ☐ Mixed straddle account election
D ☐ Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

	(a) Identification of account	(b) (Loss)	(c) Gain
1	FROM K-1 - GREENHAVEN CONTINUOUS COMMODITY INDEX FUND	3,451.	
2	Add the amounts on line 1 in columns (b) and (c)	(3,451.)	
3	Net gain or (loss). Combine line 2, columns (b) and (c)		-3,451.
4	Form 1099-B adjustments. See instructions and attach schedule		
5	Combine lines 3 and 4		-3,451.
	Note: *If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions.*		
6	If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back. Enter the loss as a positive number		
7	Combine lines 5 and 6		-3,451.
8	**Short-term capital gain or (loss).** Multiply line 7 by 40% (.40). Enter here and include on the appropriate line of Schedule D (see instructions)		-1,380.
9	**Long-term capital gain or (loss).** Multiply line 7 by 60% (.60). Enter here and include on the appropriate line of Schedule D (see instructions)		-2,071.

Part II Gains and Losses From Straddles. Attach a separate schedule listing each straddle and its components.

Section A - Losses From Straddles

	(a) Description of property	(b) Date entered into or acquired / (c) Date closed out or sold (Mo. Day Yr.)	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss. If column (e) is more than (d), enter difference. Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference. Otherwise, enter -0-
10							

11a	Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11a	( )
b	Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11b	( )

Section B - Gains From Straddles

	(a) Description of property	(b) Date entered into or acquired / (c) Date closed out or sold (Mo. Day Yr.)	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain. If column (d) is more than (e), enter difference. Otherwise, enter -0-
12					

13a	Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D	13a	
b	Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D	13b	

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

	(a) Description of property	(b) Date acquired (Mo. Day Yr.)	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference. Otherwise, enter -0-
14					

Form **8582**

Department of the Treasury
Internal Revenue Service (99)

Passive Activity Loss Limitations

▶ See separate instructions.
▶ Attach to Form 1040 or Form 1041.

OMB No. 1545-1008

2011

Attachment Sequence No. **88**

Name(s) shown on return

ORVILLE H DYCE & JAMIE C CURLEY

Identifying number

[redacted]

Part I 2011 Passive Activity Loss

Caution: *Complete Worksheets 1, 2, and 3 before completing Part I.*

Rental Real Estate Activities With Active Participation (For the definition of active participation, see **Special Allowance for Rental Real Estate Activities** in the instructions.)

1a	Activities with net income (enter the amount from Worksheet 1, column (a))	1a		
b	Activities with net loss (enter the amount from Worksheet 1, column (b))	1b	-181,782.	
c	Prior years unallowed losses (enter the amount from Worksheet 1, column (c))	1c	-231,506.	
d	Combine lines 1a, 1b, and 1c			1d -413,288.

Commercial Revitalization Deductions From Rental Real Estate Activities

2a	Commercial revitalization deductions from Worksheet 2, column (a)	2a		
b	Prior year unallowed commercial revitalization deductions from Worksheet 2, column (b)	2b		
c	Add lines 2a and 2b			2c

All Other Passive Activities

3a	Activities with net income (enter the amount from Worksheet 3, column (a))	3a	5,072.	
b	Activities with net loss (enter the amount from Worksheet 3, column (b))	3b		
c	Prior years unallowed losses (enter the amount from Worksheet 3, column (c))	3c		
d	Combine lines 3a, 3b, and 3c			3d 5,072.

4	Combine lines 1d, 2c, and 3d. If this line is zero or more, stop here and include this form with your return; all losses are allowed, including any prior year unallowed losses entered on line 1c, 2b, or 3c. Report the losses on the forms and schedules normally used	4	-408,216.

If line 4 is a loss and:
- Line 1d is a loss, go to Part II.
- Line 2c is a loss (and line 1d is zero or more), skip Part II and go to Part III.
- Line 3d is a loss (and lines 1d and 2c are zero or more), skip Parts II and III and go to line 15.

Caution: *If your filing status is married filing separately and you lived with your spouse at any time during the year, do not complete Part II or Part III. Instead, go to line 15.*

Part II Special Allowance for Rental Real Estate Activities With Active Participation

Note: *Enter all numbers in Part II as positive amounts. See instructions for an example.*

5	Enter the **smaller** of the loss on line 1d or the loss on line 4			5 408,216.
6	Enter $150,000. If married filing separately, see instructions	6	150,000.	
7	Enter modified adjusted gross income, but not less than zero (see instructions)	7	694,036.	STATEMENT 28
	Note: *If line 7 is greater than or equal to line 6, skip lines 8 and 9, enter -0- on line 10. Otherwise, go to line 8.*			
8	Subtract line 7 from line 6	8		
9	Multiply line 8 by 50% (.5). **Do not** enter more than $25,000. If married filing separately, see instructions			9
10	Enter the **smaller** of line 5 or line 9			10 0.

If line 2c is a loss, go to Part III. Otherwise, go to line 15.

Part III Special Allowance for Commercial Revitalization Deductions From Rental Real Estate Activities

Note: *Enter all numbers in Part III as positive amounts. See the example for Part II in the instructions.*

11	Enter $25,000 reduced by the amount, if any, on line 10. If married filing separately, see instructions	11	
12	Enter the loss from line 4	12	
13	Reduce line 12 by the amount on line 10	13	
14	Enter the **smallest** of line 2c (treated as a positive amount), line 11, or line 13	14	

Part IV Total Losses Allowed

15	Add the income, if any, on lines 1a and 3a and enter the total	15	5,072.
16	**Total losses allowed from all passive activities for 2011.** Add lines 10, 14, and 15. See instructions to find out how to report the losses on your tax return SEE STATEMENT 27	16	5,072.

Caution: *The worksheets must be filed with your tax return. Keep a copy for your records.*

Worksheet 1 - For Form 8582, Lines 1a, 1b, and 1c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 1a)	(b) Net loss (line 1b)	(c) Unallowed loss (line 1c)	(d) Gain	(e) Loss
	SEE ATTACHED STATEMENT FOR WORKSHEET 1				
Total. Enter on Form 8582, lines 1a, 1b, and 1c ▶		-181,782.	-231,506.		

Worksheet 2 - For Form 8582, Lines 2a and 2b (See instructions.)

Name of activity	(a) Current year deductions (line 2a)	(b) Prior year unallowed deductions (line 2b)	(c) Overall loss
Total. Enter on Form 8582, lines 2a and 2b ▶			

Worksheet 3 - For Form 8582, Lines 3a, 3b, and 3c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 3a)	(b) Net loss (line 3b)	(c) Unallowed loss (line 3c)	(d) Gain	(e) Loss
	SEE ATTACHED STATEMENT FOR WORKSHEET 3				
Total. Enter on Form 8582, lines 3a, 3b, and 3c ▶	5,072.				

Worksheet 4 - Use this worksheet if an amount is shown on Form 8582, line 10 or 14 (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Special allowance	(d) Subtract column (c) from column (a)
Total ▶					

Worksheet 5 - Allocation of Unallowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Unallowed loss
	SEE ATTACHED	STATEMENT FOR	WORKSHEET 5	
Total ▶		413,288.	1.000000000	408,216.

Worksheet 6 - Allowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Unallowed loss	(c) Allowed loss
	SEE ATTACHED	STATEMENT FOR WORKSHEET	6	
Total ▶		413,288.	408,216.	5,072.

Worksheet 7 - Activities With Losses Reported on Two or More Forms or Schedules (See instructions.)

Name of activity:	(a)	(b)	(c) Ratio	(d) Unallowed loss	(e) Allowed loss
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Total ▶					

Form **8582** (2011)

Form **8582-CR**
(Rev. January 2012)
Department of the Treasury
Internal Revenue Service

Passive Activity Credit Limitations

▶ See separate instructions.
▶ Attach to Form 1040 or 1041.

OMB No. 1545-1034

Attachment Sequence No. **89**

Name(s) shown on return

Identifying number

ORVILLE H DYCE & JAMIE C CURLEY [redacted]

Part I Passive Activity Credits

Caution: *If you have credits from a publicly traded partnership, see Publicly Traded Partnerships (PTPs) in the instructions.*

Credits From Rental Real Estate Activities With Active Participation (Other Than Rehabilitation Credits and Low-Income Housing Credits) (See **Lines 1a through 1c** in the instructions.)

1a	Credits from Worksheet 1, column (a)	1a		
b	Prior year unallowed credits from Worksheet 1, column (b)	1b		
c	Add lines 1a and 1b		1c	

Rehabilitation Credits From Rental Real Estate Activities and Low-Income Housing Credits for Property Placed in Service Before 1990 (or From Pass-Through Interests Acquired Before 1990) (See **Lines 2a through 2c** in the instructions.)

2a	Credits from Worksheet 2, column (a)	2a		
b	Prior year unallowed credits from Worksheet 2, column (b)	2b		
c	Add lines 2a and 2b		2c	

Low-Income Housing Credits for Property Placed in Service After 1989 (See **Lines 3a through 3c** in the instructions.)

3a	Credits from Worksheet 3, column (a)	3a		
b	Prior year unallowed credits from Worksheet 3, column (b)	3b		
c	Add lines 3a and 3b		3c	

All Other Passive Activity Credits (See **Lines 4a through 4c** in the instructions.)

4a	Credits from Worksheet 4, column (a)	4a	1.	
b	Prior year unallowed credits from Worksheet 4, column (b)	4b	2.	
c	Add lines 4a and 4b		4c	3.
5	Add lines 1c, 2c, 3c, and 4c		5	3.
6	Enter the tax attributable to net passive income (see instructions)		6	0.
7	Subtract line 6 from line 5. If line 6 is more than or equal to line 5, enter -0- and see instructions		7	3.

Note: *If your filing status is married filing separately and you lived with your spouse at any time during the year, do not complete Part II, III, or IV. Instead, go to line 37.*

Part II Special Allowance for Rental Real Estate Activities With Active Participation

Note: *Complete this part only if you have an amount on line 1c. Otherwise, go to Part III.*

8	Enter the smaller of line 1c or line 7		8	
9	Enter $150,000. If married filing separately, see instructions	9		
10	Enter modified adjusted gross income, but not less than zero (see instructions). If line 10 is equal to or more than line 9, skip lines 11 through 15 and enter -0- on line 16	10		
11	Subtract line 10 from line 9	11		
12	Multiply line 11 by 50% (.50). **Do not** enter more than $25,000. If married filing separately, see instructions	12		
13a	Enter the amount, if any, from line 10 of Form 8582 — 13a			
b	Enter the amount, if any, from line 14 of Form 8582 — 13b			
c	Add lines 13a and 13b	13c		
14	Subtract line 13c from line 12	14		
15	Enter the tax attributable to the amount on line 14 (see instructions)		15	
16	Enter the **smaller** of line 8 or line 15		16	

Part III Special Allowance for Rehabilitation Credits From Rental Real Estate Activities and Low-Income Housing Credits for Property Placed in Service Before 1990 (or From Pass-Through Interests Acquired Before 1990)

Note: *Complete this part only if you have an amount on line 2c. Otherwise, go to Part IV.*

17	Enter the amount from line 7			17	
18	Enter the amount from line 16			18	
19	Subtract line 18 from line 17. If zero, enter -0- here and on lines 30 and 36, and then go to Part V			19	
20	Enter the **smaller** of line 2c or line 19			20	
21	Enter $250,000. If married filing separately, see instructions to find out if you can skip lines 21 through 26		21		
22	Enter modified adjusted gross income, but not less than zero. (See instructions for line 10.) If line 22 is equal to or more than line 21, skip lines 23 through 29 and enter -0- on line 30		22		
23	Subtract line 22 from line 21		23		
24	Multiply line 23 by 50% (.50). Do not enter more than $25,000. If married filing separately, see instructions		24		
25a	Enter the amount, if any, from line 10 of Form 8582	25a			
b	Enter the amount, if any, from line 14 of Form 8582	25b			
c	Add lines 25a and 25b		25c		
26	Subtract line 25c from line 24		26		
27	Enter the tax attributable to the amount on line 26 (see instructions)		27		
28	Enter the amount, if any, from line 18		28		
29	Subtract line 28 from line 27			29	
30	Enter the **smaller** of line 20 or line 29			30	

Part IV Special Allowance for Low-Income Housing Credits for Property Placed in Service After 1989

Note: *Complete this part only if you have an amount on line 3c. Otherwise, go to Part V.*

31	If you completed Part III, enter the amount from line 19. Otherwise, subtract line 16 from line 7	31	
32	Enter the amount from line 30	32	
33	Subtract line 32 from line 31. If zero, enter -0- here and on line 36	33	
34	Enter the **smaller** of line 3c or line 33	34	
35	Tax attributable to the remaining special allowance (see instructions)	35	
36	Enter the **smaller** of line 34 or line 35	36	

Part V Passive Activity Credit Allowed

37	**Passive Activity Credit Allowed.** Add lines 6, 16, 30, and 36. See instructions to find out how to report the allowed credit on your tax return and how to allocate allowed and unallowed credits if you have more than one credit or credits from more than one activity. If you have any credits from a publicly traded partnership, see **Publicly Traded Partnerships (PTPs)** in the instructions.	37	0.

Part VI Election To Increase Basis of Credit Property

38 If you disposed of your entire interest in a passive activity or former passive activity in a fully taxable transaction, and you elect to increase your basis in credit property used in that activity by the unallowed credit that reduced your basis in the property, check this box. See instructions ▶ ☐

39 Name of passive activity disposed of ▶

40 Description of the credit property for which the election is being made ▶

41 Amount of unallowed credit that reduced your basis in the property ▶ $

ALTERNATIVE MINIMUM TAX

Form **8582**

Department of the Treasury
Internal Revenue Service (99)

Passive Activity Loss Limitations

▶ See separate instructions.
▶ Attach to Form 1040 or Form 1041.

OMB No. 1545-1008

2011

Attachment Sequence No. **88**

Name(s) shown on return

ORVILLE H DYCE & JAMIE C CURLEY

Identifying number

[redacted]

Part I 2011 Passive Activity Loss **Caution:** *Complete Worksheets 1, 2, and 3 before completing Part I.*

Rental Real Estate Activities With Active Participation (For the definition of active participation, see **Special Allowance for Rental Real Estate Activities** in the instructions.)

1a	Activities with net income (enter the amount from Worksheet 1, column (a))	1a		
b	Activities with net loss (enter the amount from Worksheet 1, column (b))	1b	-181,782.	
c	Prior years unallowed losses (enter the amount from Worksheet 1, column (c))	1c	-181,021.	
d	Combine lines 1a, 1b, and 1c			1d -362,803.

Commercial Revitalization Deductions From Rental Real Estate Activities

2a	Commercial revitalization deductions from Worksheet 2, column (a)	2a		
b	Prior year unallowed commercial revitalization deductions from Worksheet 2, column (b)	2b		
c	Add lines 2a and 2b			2c

All Other Passive Activities

3a	Activities with net income (enter the amount from Worksheet 3, column (a))	3a	5,072.	
b	Activities with net loss (enter the amount from Worksheet 3, column (b))	3b		
c	Prior years unallowed losses (enter the amount from Worksheet 3, column (c))	3c		
d	Combine lines 3a, 3b, and 3c			3d 5,072.

4 Combine lines 1d, 2c, and 3d. If this line is zero or more, stop here and include this form with your return; all losses are allowed, including any prior year unallowed losses entered on line 1c, 2b, or 3c. Report the losses on the forms and schedules normally used ... 4 -357,731.

If line 4 is a loss and:
- Line 1d is a loss, go to Part II.
- Line 2c is a loss (and line 1d is zero or more), skip Part II and go to Part III.
- Line 3d is a loss (and lines 1d and 2c are zero or more), skip Parts II and III and go to line 15.

Caution: *If your filing status is married filing separately and you lived with your spouse at any time during the year, do not complete Part II or Part III. Instead, go to line 15.*

Part II Special Allowance for Rental Real Estate Activities With Active Participation

Note: *Enter all numbers in Part II as positive amounts. See instructions for an example.*

5	Enter the **smaller** of the loss on line 1d or the loss on line 4			5 357,731.
6	Enter $150,000. If married filing separately, see instructions	6	150,000.	
7	Enter modified adjusted gross income, but not less than zero (see instructions)	7	694,036.	
	Note: *If line 7 is greater than or equal to line 6, skip lines 8 and 9, enter -0- on line 10. Otherwise, go to line 8.*			
8	Subtract line 7 from line 6	8		
9	Multiply line 8 by 50% (.5). **Do not** enter more than $25,000. If married filing separately, see instructions			9
10	Enter the **smaller** of line 5 or line 9			10 0.

If line 2c is a loss, go to Part III. Otherwise, go to line 15.

Part III Special Allowance for Commercial Revitalization Deductions From Rental Real Estate Activities

Note: *Enter all numbers in Part III as positive amounts. See the example for Part II in the instructions.*

11	Enter $25,000 reduced by the amount, if any, on line 10. If married filing separately, see instructions	11	
12	Enter the loss from line 4	12	
13	Reduce line 12 by the amount on line 10	13	
14	Enter the **smallest** of line 2c (treated as a positive amount), line 11, or line 13	14	

Part IV Total Losses Allowed

15	Add the income, if any, on lines 1a and 3a and enter the total	15	5,072.
16	**Total losses allowed from all passive activities for 2011.** Add lines 10, 14, and 15. See instructions to find out how to report the losses on your tax return SEE STATEMENT 36	16	5,072.

Caution: *The worksheets must be filed with your tax return. Keep a copy for your records.*

Worksheet 1 - For Form 8582, Lines 1a, 1b, and 1c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 1a)	(b) Net loss (line 1b)	(c) Unallowed loss (line 1c)	(d) Gain	(e) Loss
	SEE ATTACHED STATEMENT FOR WORKSHEET 1				
Total. Enter on Form 8582, lines 1a, 1b, and 1c ▶		-181,782.	-181,021.		

Worksheet 2 - For Form 8582, Lines 2a and 2b (See instructions.)

Name of activity	(a) Current year deductions (line 2a)	(b) Prior year unallowed deductions (line 2b)	(c) Overall loss
Total. Enter on Form 8582, lines 2a and 2b ▶			

Worksheet 3 - For Form 8582, Lines 3a, 3b, and 3c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 3a)	(b) Net loss (line 3b)	(c) Unallowed loss (line 3c)	(d) Gain	(e) Loss
	SEE ATTACHED STATEMENT FOR WORKSHEET 3				
Total. Enter on Form 8582, lines 3a, 3b, and 3c ▶	5,072.				

Worksheet 4 - Use this worksheet if an amount is shown on Form 8582, line 10 or 14 (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Special allowance	(d) Subtract column (c) from column (a)
Total ▶					

Worksheet 5 - Allocation of Unallowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Unallowed loss
	SEE ATTACHED	STATEMENT FOR WORKSHEET	5	
Total ▶		362,803.	1.000000000	357,731.

Worksheet 6 - Allowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Unallowed loss	(c) Allowed loss
	SEE ATTACHED	STATEMENT FOR	WORKSHEET	6
Total ▶		362,803.	357,731.	5,072.

Worksheet 7 - Activities With Losses Reported on Two or More Forms or Schedules (See instructions.)

Name of activity:	(a)	(b)	(c) Ratio	(d) Unallowed loss	(e) Allowed loss
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule ▶					
b Net income from form or schedule ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Total ▶					

Form **8582** (2011)

Form **2106**

Department of the Treasury
Internal Revenue Service (99)

Employee Business Expenses

▶ See separate instructions.
▶ Attach to Form 1040 or Form 1040NR.

OMB No. 1545-0074

2011

Attachment Sequence No. **129**

Your name	Occupation in which you incurred expenses	Social security number
ORVILLE H DYCE	PHYSICIAN	[redacted]

Part I Employee Business Expenses and Reimbursements

Step 1 Enter Your Expenses

		Column A Other Than Meals and Entertainment	Column B Meals and Entertainment
1 Vehicle expense from line 22 or line 29. (Rural mail carriers: See instructions.)	1		
2 Parking fees, tolls, and transportation, including train, bus, etc., that **did not** involve overnight travel or commuting to and from work	2		
3 Travel expense while away from home overnight, including lodging, airplane, car rental, etc. **Do not** include meals and entertainment	3		
4 Business expenses not included on lines 1 through 3. **Do not** include meals and entertainment SEE STATEMENT 37	4	39,440.	
5 Meals and entertainment expenses (see instructions)	5		
6 **Total expenses.** In Column A, add lines 1 through 4 and enter the result. In Column B, enter the amount from line 5	6	39,440.	

Note: *If you were not reimbursed for any expenses in Step 1, skip line 7 and enter the amount from line 6 on line 8.*

Step 2 Enter Reimbursements Received From Your Employer for Expenses Listed in Step 1

7 Enter reimbursements received from your employer that were **not** reported to you in box 1 of Form W-2. Include any reimbursements reported under code "L" in box 12 of your Form W-2 (see instructions)	7		

Step 3 Figure Expenses To Deduct on Schedule A (Form 1040 or Form 1040NR)

8 Subtract line 7 from line 6. If zero or less, enter -0-. However, if line 7 is greater than line 6 in Column A, report the excess as income on Form 1040, line 7 (or on Form 1040NR, line 8)	8	39,440.	
Note: *If both columns of line 8 are zero, you cannot deduct employee business expenses. Stop here and attach Form 2106 to your return.*			
9 In Column A, enter the amount from line 8. In Column B, multiply line 8 by 50% (.50). (Employees subject to Department of Transportation (DOT) hours of service limits: Multiply meal expenses incurred while away from home on business by 80% (.80) instead of 50%. For details, see instructions.)	9	39,440.	
10 Add the amounts on line 9 of both columns and enter the total here. **Also, enter the total on Schedule A (Form 1040), line 21** (or on **Schedule A (Form 1040NR), line 7**). (Armed Forces reservists, qualified performing artists, fee-basis state or local government officials, and individuals with disabilities: See the instructions for special rules on where to enter the total.) ▶	10		39,440.

Part II Vehicle Expenses

Section A - General Information (You must complete this section if you are claiming vehicle expenses.)		(a) Vehicle	(b) Vehicle
11 Enter the date the vehicle was placed in service	11		
12 Total miles the vehicle was driven during 2011	12	miles	miles
13 Business miles included on line 12	13	miles	miles
14 Percent of business use. Divide line 13 by line 12	14	%	%
15 Average daily roundtrip commuting distance	15	miles	miles
16 Commuting miles included on line 12	16	miles	miles
17 Other miles. Add lines 13 and 16 and subtract the total from line 12	17	miles	miles

18 Was your vehicle available for personal use during off-duty hours? ☐ Yes ☐ No

19 Do you (or your spouse) have another vehicle available for personal use? ☐ Yes ☐ No

20 Do you have evidence to support your deduction? ☐ Yes ☐ No

21 If "Yes," is the evidence written? ☐ Yes ☐ No

Section B - Standard Mileage Rate (See the instructions for Part II to find out whether to complete this section or Section C.)

22 Multiply line 13 by 51¢ (.51) for miles driven **before** July 1, 2011, and by 55.5¢ (.555) for miles driven **after** June 30, 2011. Add the amounts, then enter the result here and on line 1 — 22

Section C - Actual Expenses		(a) Vehicle	(b) Vehicle
23 Gasoline, oil, repairs, vehicle insurance, etc.	23		
24a Vehicle rentals	24a		
b Inclusion amount (see instructions)	24b		
c Subtract line 24b from line 24a	24c		
25 Value of employer-provided vehicle (applies only if 100% of annual lease value was included on Form W-2--see instructions)	25		
26 Add lines 23, 24c, and 25	26		
27 Multiply line 26 by the percentage on ln 14	27		
28 Depreciation (see instructions)	28		
29 Add lines 27 and 28. Enter total here and on line 1	29		

Section D - Depreciation of Vehicles (Use this section only if you owned the vehicle and are completing Section C for the vehicle.)		(a) Vehicle	(b) Vehicle
30 Enter cost or other basis (see instructions)	30		
31 Enter section 179 deduction and special allowance (see instructions)	31		
32 Multiply line 30 by line 14 (see instructions if you claimed the section 179 deduction or special allowance)	32		
33 Enter depreciation method and percentage (see instructions)	33		
34 Multiply line 32 by the percentage on line 33 (see instructions)	34		
35 Add lines 31 and 34	35		
36 Enter the applicable limit explained in the line 36 instructions	36		
37 Multiply line 36 by the percentage on ln 14	37		
38 Enter the **smaller** of line 35 or line 37. If you skipped lines 36 and 37, enter the amount from line 35. Also enter this amount on line 28 above	38		

SCENT Def Exhibit 216

Statement SBE
Supplemental Business Expenses

2011

Your name	Social security number	Business in which expenses were incurred
JAMIE C CURLEY	[redacted]	SELF EMPLOYED

Part I **Business Expenses and Reimbursements**

STEP 1 Enter Your Expenses		Column A Other Than Meals and Entertainment	Column B Meals and Entertainment
1 Vehicle expense from line 22 or line 29	1		
2 Parking fees, tolls, and transportation, including train, bus, etc., that **did not** involve overnight travel	2		
3 Travel expense while away from home overnight, including lodging, airplane, car rental, etc. **Do not** include meals and entertainment	3		
4 Business expenses not included on lines 1 through 3. **Do not** include meals and entertainment SEE STATEMENT 38	4	39,440.	
5 Meals and entertainment expenses	5		
6 **Total expenses.** In Column A, add lines 1 through 4 and enter the result. In Column B, enter the amount from line 5	6	39,440.	

NOTE: If you were not reimbursed for any expenses in Step 1, skip line 7 and enter the amount from line 6 on line 8.

STEP 2 Reimbursements for Expenses Listed In STEP 1			
7 Enter amounts that were **not** reported to you in box 1 of Form W-2. Include any amount reported under code "L" in box 12 of your Form W-2	7		

STEP 3 Figure Expenses Subject to the Limitation				
8 Subtract line 7 from line 6	8	39,440.		
9 In Column A, enter the amount from line 8. In Column B, multiply the amount on line 8 by 50% (.50). (If zero or less, enter -0-) (If subject to the Department of Transportation (DOT) hours-of-service limits: Multiply by 80% (.80) instead of 50%)	9	39,440.		
10 Add the amounts on line 9 of both columns and enter the total here. These are your supplemental business expenses ▶			10	39,440.

Part II Vehicle Expenses

Section A. - General Information		(a) Vehicle	(b) Vehicle
11 Enter the date vehicle was placed in service	11		
12 Total miles vehicle was driven during 2011	12	miles	miles
13 Business miles included on line 12	13	miles	miles
14 Percent of business use. Divide line 13 by line 12	14	%	%
15 Average daily roundtrip commuting distance	15	miles	miles
16 Commuting miles included on line 12	16	miles	miles
17 Other miles. Add lines 13 and 16 and subtract the total from line 12	17	miles	miles

18 Was your vehicle available for personal use during off-duty hours? ☐ Yes ☐ No

19 Do you (or your spouse) have another vehicle available for personal use? ☐ Yes ☐ No

20 Do you have evidence to support your deduction? ☐ Yes ☐ No

21 If "Yes," is the evidence written? ☐ Yes ☐ No

Section B. - Standard Mileage Rate (See the instructions for Part II to find out whether to complete this section or Section C.)

22 Multiply line 13 by 51¢ (.51) for miles driven before July 1, 2011, and by 55.5¢ (.555) for miles driven after June 30, 2011. Add the amounts, then enter the result here and on line 1. 22

Section C. - Actual Expenses		(a) Vehicle	(b) Vehicle
23 Gasoline, oil, repairs, vehicle insurance, etc.	23		
24a Vehicle rentals	24a		
b Inclusion amount	24b		
c Subtract line 24b from line 24a	24c		
25 Value of employer-provided vehicle (applies only if 100% of annual lease value was included on Form W-2)	25		
26 Add lines 23, 24c, and 25	26		
27 Multiply line 26 by the percentage on line 14	27		
28 Depreciation. Enter amount from line 38 below	28		
29 Add lines 27 and 28. Enter total here and on line 1	29		

Section D. - Depreciation of Vehicles (Use this section only if you owned the vehicle and are completing Section C for the vehicle.)

		(a) Vehicle	(b) Vehicle
30 Enter cost or other basis	30		
31 Enter section 179 deduction and special allowance	31		
32 Multiply line 30 by line 14 (see Form 2106 instructions if you claimed the section 179 deduction or special allowance)	32		
33 Enter depreciation method and percentage	33		
34 Multiply line 32 by the percentage on line 33	34		
35 Add lines 31 and 34	35		
36 Enter the limitation amount	36		
37 Multiply line 36 by the percentage on line 14	37		
38 Enter the **smaller** of line 35 or line 37. If you skipped lines 36 and 37, enter the amount from line 35. Also enter this amount on line 28 above	38		

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FIDELITY INVESTMENTS INSTITUTIONAL OPERATIONS CO.

AMOUNT RECEIVED THIS YEAR	28,093.	
NONTAXABLE AMOUNT (ROLLOVER)	28,093.	
CAPITAL GAIN DISTRIBUTION REPORTED ON SCH D		
		0.

LINCOLN INVESTMENT PLANNING INC

AMOUNT RECEIVED THIS YEAR	5,430.	
NONTAXABLE AMOUNT (ROLLOVER)	5,430.	
CAPITAL GAIN DISTRIBUTION REPORTED ON SCH D		
		0.

PENCHECKS, INC

AMOUNT RECEIVED THIS YEAR	75,852.	
NONTAXABLE AMOUNT (ROLLOVER)	75,852.	
CAPITAL GAIN DISTRIBUTION REPORTED ON SCH D		
		0.

PENCHECKS, INC

AMOUNT RECEIVED THIS YEAR	52,903.	
NONTAXABLE AMOUNT (ROLLOVER)	52,903.	
CAPITAL GAIN DISTRIBUTION REPORTED ON SCH D		
		0.

PACIFIC LIFE INSURANCE COMPANY

AMOUNT RECEIVED THIS YEAR	416,528.	
NONTAXABLE AMOUNT	416,528.	
CAPITAL GAIN DISTRIBUTION REPORTED ON SCH D		
		0.

TOTAL INCLUDED IN FORM 1040, LINE 16B 0.

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FORM 1040 STATE AND LOCAL INCOME TAX REFUNDS STATEMENT 2

	2010	2009	2008
	SOUTH CAROLINA		
GROSS STATE/LOCAL INC TAX REFUNDS	8,950.		
LESS: TAX PAID IN FOLLOWING YEAR			
NET TAX REFUNDS SOUTH CAROLINA	8,950.		
TOTAL NET TAX REFUNDS	8,950.		

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FORM 1040 TAXABLE STATE AND LOCAL INCOME TAX REFUNDS STATEMENT 3

	2010	2009	2008
NET TAX REFUNDS FROM STATE AND LOCAL INCOME TAX REFUNDS STMT.	8,950.		
LESS:REFUNDS-NO BENEFIT DUE TO AMT -SALES TAX BENEFIT REDUCTION	8,950.		
1 NET REFUNDS FOR RECALCULATION			
2 TOTAL ITEMIZED DEDUCTIONS BEFORE PHASEOUT	166,593.		
3 DEDUCTION NOT SUBJ TO PHASEOUT			
4 NET REFUNDS FROM LINE 1			
5 LINE 2 MINUS LINES 3 AND 4	166,593.		
6 MULT LN 5 BY APPL SEC. 68 PCT			
7 PRIOR YEAR AGI			
8 ITEM. DED. PHASEOUT THRESHOLD			
9 SUBTRACT LINE 8 FROM LINE 7 (IF ZERO OR LESS, SKIP LINES 10 THROUGH 15, AND ENTER AMOUNT FROM LINE 1 ON LINE 16)			
10 MULT LN 9 BY APPL SEC. 68 PCT			
11 ALLOWABLE ITEMIZED DEDUCTIONS (LINE 5 LESS THE LESSER OF LINE 6 OR LINE 10)			
12 ITEM DED. NOT SUBJ TO PHASEOUT			
13A TOTAL ADJ. ITEMIZED DEDUCTIONS	166,593.		
13B PRIOR YR. STD. DED. AVAILABLE	11,400.		
14 PRIOR YR. ALLOWABLE ITEM. DED.	166,593.		
15 SUBTRACT THE GREATER OF LINE 13A OR LINE 13B FROM LINE 14			
16 TAXABLE REFUNDS (LESSER OF LINE 15 OR LINE 1)			
17 ALLOWABLE PRIOR YR. ITEM. DED.	166,593.		
18 PRIOR YEAR STD. DED. AVAILABLE	11,400.		
19 SUBTRACT LINE 18 FROM LINE 17	155,193.		
20 LESSER OF LINE 16 OR LINE 19			
21 PRIOR YEAR TAXABLE INCOME	465,549.		

22 AMOUNT TO INCLUDE ON FORM 1040, LINE 10
* IF LINE 21 IS -0- OR MORE, USE AMOUNT FROM LINE 20
* IF LINE 21 IS A NEGATIVE AMOUNT, NET LINES 20 AND 21 0.

STATE AND LOCAL INCOME TAX REFUNDS PRIOR TO 2008

TOTAL TO FORM 1040, LINE 10 0.

FORM 1040 IRA DISTRIBUTIONS STATEMENT 4

NAME OF PAYER	GROSS DISTRIBUTION	TAXABLE AMOUNT
NATIONAL FINANCIAL SERVICES LL	0.	1,690.
TOTAL TO FORM 1040, LINE 15	0.	1,690.

FORM 1040 TAX-EXEMPT INTEREST STATEMENT 5

NAME OF PAYER	AMOUNT
SUNTRUST INVESTMENT SERVICES	3,575.
TOTAL TO FORM 1040, LINE 8B	3,575.

FORM 1040 WAGES RECEIVED AND TAXES WITHHELD STATEMENT 6

T S	EMPLOYER'S NAME	AMOUNT PAID	FEDERAL TAX WITHHELD	STATE TAX WITHHELD	CITY SDI TAX W/H	FICA TAX	MEDICARE TAX
T	HARTSVILLE MEDICAL GROUP LLC	636,705.	174,345.	43,174.		4,486.	9,466.
T	DEFENSE FINANCE & ACTG SERV AGENGT FOR VETERANS AFFAIRS	48,178.	2,143.	1,866.		2,034.	702.
TOTALS		684,883.	176,488.	45,040.		6,520.	10,168.

FORM 1040 QUALIFIED DIVIDENDS STATEMENT 7

NAME OF PAYER	ORDINARY DIVIDENDS	QUALIFIED DIVIDENDS
SUNTRUST INVESTMENT SERVICES	9,839.	2,784.
TOTAL INCLUDED IN FORM 1040, LINE 9B		2,784.

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FORM 1040 EXCESS SOCIAL SECURITY TAX WORKSHEET STATEMENT 8

	TAXPAYER	SPOUSE
1. ADD ALL SOCIAL SECURITY TAX WITHHELD BUT NOT MORE THAN $4,485.60 FOR EACH EMPLOYER (THIS TAX SHOULD BE SHOWN IN BOX 4 OF YOUR W-2 FORMS). ENTER THE TOTAL HERE	6,520.	
2. ENTER ANY UNCOLLECTED SOCIAL SECURITY TAX ON TIPS OR GROUP-TERM LIFE INSURANCE INCLUDED IN THE TOTAL ON FORM 1040, LINE 60		
3. ADD LINES 1 AND 2	6,520.	
4. SOCIAL SECURITY TAX LIMIT	4,486.	
5. SUBTRACT LINE 4 FROM LINE 3. EXCESS SOCIAL SECURITY TAX INCLUDED IN FORM 1040, LINE 69.	2,034.	

SCHEDULE A MISCELLANEOUS DEDUCTIONS SUBJECT TO FLOOR STATEMENT 9

DESCRIPTION	AMOUNT
NATIONAL FINANCIAL SERVICES #7014	7,112.
ESTATE PLANNING	3,284.
FROM K-1 - GREENHAVEN CONTINUOUS COMMODITY INDEX FUND	111.
TOTAL TO SCHEDULE A, LINE 23	10,507.

SCHEDULE A MORTGAGE INTEREST AND POINTS REPORTED ON FORM 1098 STATEMENT 10

DESCRIPTION	AMOUNT
FIRST FEDERAL	14,143.
TOTAL TO SCHEDULE A, LINE 10	14,143.

SCHEDULE B — TAX-EXEMPT INTEREST — STATEMENT 11

NAME OF PAYER	AMOUNT
SUNTRUST INVESTMENT SERVICES	3,575.
TOTAL TAX-EXEMPT INTEREST TO SCHEDULE B, LINE 1	3,575.

FORM 8949 B — SHORT-TERM CAPITAL GAINS AND LOSSES — STATEMENT 12

DESCRIPTION OF PROPERTY	SALES PRICE	COST OR OTHER BASIS	ADJUSTMENTS TO GAIN OR LOSS	GAIN OR LOSS
LT - SEE ATTACHED DETAIL	24,913.	28,196.		-3,283.
TOTAL TO SCH D, LINE 2	24,913.	28,196.		-3,283.

FORM 8949 B — LONG-TERM CAPITAL GAINS AND LOSSES — STATEMENT 13

DESCRIPTION OF PROPERTY	SALES PRICE	COST OR OTHER BASIS	ADJUSTMENTS TO GAIN OR LOSS	GAIN OR LOSS
ST - SEE ATTACHED DETAIL	469,765. 0.	369,528.		100,237. 0.
TOTAL TO SCH D, LINE 9	469,765.	369,528.		100,237.

SCHEDULE D — NET SHORT-TERM GAIN OR LOSS FROM FORMS 6252, 4684, 6781 AND 8824 — STATEMENT 14

DESCRIPTION OF PROPERTY	GAIN OR LOSS
FORM 6781, PART I	-1,380.
TOTAL TO SCHEDULE D, PART I, LINE 4	-1,380.

SCHEDULE D — NET LONG-TERM GAIN OR LOSS FROM FORMS 4797, 2439, 6252, 4684, 6781 AND 8824 — STATEMENT 15

DESCRIPTION OF PROPERTY	GAIN OR LOSS	28% GAIN
FORM 6781, PART I	-2,071.	
TOTAL TO SCHEDULE D, PART II, LINE 11	-2,071.	

SCHEDULE D — CAPITAL GAIN DISTRIBUTIONS — STATEMENT 16

NAME OF PAYER	TOTAL CAPITAL GAIN	28% GAIN
SUNTRUST INVESTMENT SERVICES	8,117.	27.
TOTALS TO SCHEDULE D, LINE 13	8,117.	27.

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SCHEDULE D — UNRECAPTURED SECTION 1250 GAIN — STATEMENT 17

1. IF YOU HAVE A SECTION 1250 PROPERTY IN PART III OF FORM 4797 FOR WHICH YOU MADE AN ENTRY IN PART I OF FORM 4797, ENTER THE SMALLER OF LINE 22 OR LINE 24 OF FORM 4797 FOR THAT PROPERTY. IF YOU DID NOT HAVE ANY SUCH PROPERTY, GO TO LINE 4		
2. ENTER THE AMOUNT FROM FORM 4797, LINE 26G, FOR THE PROPERTY FOR WHICH YOU MADE AN ENTRY ON LINE 1		
3. SUBTRACT LINE 2 FROM LINE 1		
4. ENTER THE TOTAL UNRECAPTURED SECTION 1250 GAIN INCLUDED ON LINE 26 OR LINE 37 OF FORM(S) 6252 FROM INSTALLMENT SALES OF TRADE OR BUSINESS PROPERTY HELD MORE THAN 1 YEAR		
5. ENTER THE TOTAL OF ANY AMOUNTS REPORTED TO YOU ON A SCHEDULE K-1 FROM A PARTNERSHIP OR AN S CORPORATION AS "UNRECAPTURED SECTION 1250 GAIN"		
6. ADD LINES 3 THROUGH 5		
7. ENTER THE SMALLER OF LINE 6 OR THE GAIN FROM FORM 4797, LINE 7		
8. ENTER THE AMOUNT, IF ANY, FROM FORM 4797, LINE 8		
9. SUBTRACT LINE 8 FROM LINE 7. IF ZERO OR LESS, ENTER -0-		
10. ENTER THE AMOUNT OF ANY GAIN FROM THE SALE OR EXCHANGE OF AN INTEREST IN A PARTNERSHIP ATTRIBUTABLE TO UNRECAPTURED SECTION 1250 GAIN		
11. ENTER THE TOTAL OF ANY AMOUNTS REPORTED TO YOU ON A SCHEDULE K-1, FORMS 1099-DIV, OR FORM 2439 AS "UNRECAPTURED SECTION 1250 GAIN" FROM AN ESTATE, TRUST, REAL ESTATE INVESTMENT TRUST, OR MUTUAL FUND (OR OTHER REGULATED INVESTMENT COMPANY)		1.
12. ENTER THE TOTAL OF ANY UNRECAPTURED SECTION 1250 GAIN FROM SALES (INCLUDING INSTALLMENT SALES) OR OTHER DISPOSITIONS OF SECTION 1250 PROPERTY HELD MORE THAN 1 YEAR FOR WHICH YOU DID NOT MAKE AN ENTRY IN PART I OF FORM 4797 FOR THE YEAR OF SALE		
13. ADD LINES 9 THROUGH 12		1.
14. IF YOU HAD ANY SECTION 1202 GAIN OR COLLECTIBLE GAIN OR (LOSS), ENTER THE TOTAL OF LINES 1 THROUGH 4 OF THE 28% RATE GAIN WORKSHEET	27.	
15. ENTER THE (LOSS), IF ANY, FROM SCH D, LINE 7. IF SCH D, LINE 7, IS ZERO OR A GAIN ENTER -0-	-4,663.	
16. ENTER YOUR LONG-TERM CAPITAL LOSS CARRYOVERS FROM SCHEDULE D, LINE 14, AND SCHEDULE K-1 (FORM 1041), BOX 11, CODE C	-18,299.	
17. COMBINE LINES 14 THROUGH 16. IF THE RESULT IS A (LOSS), ENTER IT AS A POSITIVE AMOUNT. IF THE RESULT IS ZERO OR A GAIN, ENTER -0-		22,935.
18. SUBTRACT LINE 17 FROM LINE 13. IF ZERO OR LESS, ENTER -0-. IF MORE THAN ZERO, ENTER THE RESULT HERE AND ON SCHEDULE D, LINE 19		0.

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SCHEDULE E — OTHER EXPENSES — STATEMENT 18

RENTAL - 15 WATROO PT - 15 WATROO POIN, CHARLESTON, SC 29492

DESCRIPTION	AMOUNT
HOA DUES	5,580.
TERMITE BOND	450.
LANDSCAPING	1,243.
MISCELLANEOUS	275.
TOTAL TO SCHEDULE E, PAGE 1, LINE 19	7,548.

SCHEDULE E — OTHER EXPENSES — STATEMENT 19

RENTAL - 2257 DANIEL IS, CHARLESTON, SC 29492

DESCRIPTION	AMOUNT
HOA DUES	3,660.
ASSESSMENT	793.
TOTAL TO SCHEDULE E, PAGE 1, LINE 19	4,453.

SCHEDULE E — INCOME OR (LOSS) FROM PARTNERSHIPS AND S CORPS — STATEMENT 20

NAME / EMPLOYER ID NO.	ANY NOT AT RISK	X IF FRN	CODE	PASSIVE LOSS	PASSIVE INCOME	NONPASSIVE LOSS	SEC. 179 DEDUCTION	NONPASSIVE INCOME
BROOKFIELD INFRASTRUCTURE PARTNERS, L.P.								
98-0544123			P		0.			
GREENHAVEN CONTINUOUS COMMODITY INDEX FUND								
26-0151234			P *			0.		
HARTSVILLE HMA, LLC								
57-1029438			P		5,072.			
MID-STATE PHYSICIANS SURGICAL GROUP LLC								
20-8579063			P			0.		
SCENT LAND HOLDINGS LLC								
26-3444911			P *			0.		
UNREIMBURSED EXPENSES								
26-3444911			P *			39,440.		

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SOUTH CAROLINA EAR NOSE & THROAT AND FACIAL PLASTIC SURGERY INC 20-2229599	S *		0.		
TOTALS TO SCH. E, LN. 29		5,072.	39,440.		

* ENTIRE DISPOSITION OF ACTIVITY

FORM 6251 — PASSIVE ACTIVITIES — STATEMENT 21

NAME OF ACTIVITY	FORM	NET INCOME (LOSS) AMT	NET INCOME (LOSS) REGULAR	ADJUSTMENT
HARTSVILLE HMA, LLC	SCH E	5,072.	5,072.	
RENTAL - 15 WATROO PT - 15 WATROO POIN, CHARLESTON, SC 29492	SCH E	-4,084.	-3,595.	-489.
RENTAL - 2257 DANIEL IS, CHARLESTON, SC 29492	SCH E	-988.	-1,477.	489.
TOTAL TO FORM 6251, LINE 19				0.

FORM 6251 — INTEREST FROM SPECIFIED PRIVATE ACTIVITY BONDS — STATEMENT 22

DESCRIPTION	AMOUNT
SUNTRUST INVESTMENT SERVICES	38.
TOTAL TO FORM 6251, LINE 12	38.

FORM 8582 — ACTIVE RENTAL OF REAL ESTATE - WORKSHEET 1 — STATEMENT 23

NAME OF ACTIVITY	CURRENT YEAR NET INCOME	CURRENT YEAR NET LOSS	PRIOR YEAR UNALLOWED LOSS	OVERALL GAIN OR LOSS GAIN	OVERALL GAIN OR LOSS LOSS
RENTAL - 2257 DANIEL IS, CHARLESTON, SC 29492	0.	-20,246.	-100,067.		-120,313.
RENTAL - 15 WATROO PT - 15 WATROO POIN, CHARLESTON, SC 29492	0.	-161,536.	-131,439.		-292,975.
TOTALS	0.	-181,782.	-231,506.		-413,288.

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FORM 8582 OTHER PASSIVE ACTIVITIES - WORKSHEET 3 STATEMENT 24

NAME OF ACTIVITY	CURRENT YEAR NET INCOME	CURRENT YEAR NET LOSS	PRIOR YEAR UNALLOWED LOSS	OVERALL GAIN OR LOSS GAIN	OVERALL GAIN OR LOSS LOSS
HARTSVILLE HMA, LLC	5,072.	0.		5,072.	
TOTALS	5,072.	0.		5,072.	

FORM 8582 ALLOCATION OF UNALLOWED LOSSES - WORKSHEET 5 STATEMENT 25

NAME OF ACTIVITY	FORM OR SCHEDULE	LOSS	RATIO	UNALLOWED LOSS
RENTAL - 2257 DANIEL IS, CHARLESTON, SC 29492	SCH E	120,313.	.291111767	118,836.
RENTAL - 15 WATROO PT - 15 WATROO POIN, CHARLESTON, SC 29492	SCH E	292,975.	.708888233	289,380.
TOTALS		413,288.	1.000000000	408,216.

FORM 8582 ALLOWED LOSSES - WORKSHEET 6 STATEMENT 26

NAME OF ACTIVITY	FORM OR SCHEDULE	LOSS	UNALLOWED LOSS	ALLOWED LOSS
RENTAL - 2257 DANIEL IS, CHARLESTON, SC 29492	SCH E	120,313.	118,836.	1,477.
RENTAL - 15 WATROO PT - 15 WATROO POIN, CHARLESTON, SC 29492	SCH E	292,975.	289,380.	3,595.
TOTALS		413,288.	408,216.	5,072.

FORM 8582 SUMMARY OF PASSIVE ACTIVITIES STATEMENT 27

RRE A - NAME	FORM OR SCHEDULE	GAIN/LOSS	PRIOR YEAR C/O	NET GAIN/LOSS	UNALLOWED LOSS	ALLOWED LOSS
HARTSVILLE HMA, LLC	SCH E	5,072.		5,072.		
X RENTAL - 2257 DANIEL IS, CHARLESTON, SC	SCH E	-20,246.	-100,067.	-120,313.	118,836.	1,477.
X RENTAL - 15 WATROO PT - 15 WATROO POIN,	SCH E	-161,536.	-131,439.	-292,975.	289,380.	3,595.
TOTALS		-176,710.	-231,506.	-408,216.	408,216.	5,072.
PRIOR YEAR CARRYOVERS ALLOWED DUE TO CURRENT YEAR NET ACTIVITY INCOME						
TOTAL TO FORM 8582, LINE 16						5,072.

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FORM 8582 MODIFIED AGI STATEMENT 28

INCOME		
WAGES, SALARIES, TIPS ETC.		684,883.
DIVIDEND INCOME		9,839.
TAXABLE REFUNDS		
ALIMONY RECEIVED		
TAXABLE IRA DISTRIBUTIONS		1,690.
TAXABLE PENSIONS AND ANNUITIES		
UNEMPLOYMENT COMPENSATION		
OTHER INCOME		
INTEREST INCOME	37.	
ADD: SERIES EE AND I EXCLUSION		
		37.
BUSINESS INCOME OR LOSS	-46,294.	
ADD: PASSIVE LOSSES		
SUBTRACT: PASSIVE INCOME		
		-46,294.
SALE OF ASSETS	83,321.	
ADD: PASSIVE/RREA PROFESSIONAL LOSSES		
SUBTRACT: PASSIVE INCOME		
		83,321.
RENTAL, ROYALTY OR PASSTHROUGH INCOME OR LOSS	-39,440.	
ADD: PASSIVE/RREA PROFESSIONAL LOSSES	5,072.	
SUBTRACT: PASSIVE INCOME	-5,072.	
		-39,440.
FARM OR FARM RENTAL INCOME OR LOSS		
ADD: PASSIVE/RREA PROFESSIONAL LOSSES		
SUBTRACT: PASSIVE INCOME		
TOTAL INCOME		694,036.
ADJUSTMENTS		
MOVING EXPENSES		
SELF-EMPLOYED HEALTH INSURANCE DEDUCTION		
PENALTY ON EARLY WITHDRAWAL OF SAVINGS		
ALIMONY PAID		
KEOGH/SEP DEDUCTION		
OTHER ADJUSTMENTS		
TOTAL ADJUSTMENTS		
TOTAL TO FORM 8582, LINE 7		694,036.

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FORM 8582-CR OTHER PASSIVE ACTIVITY CREDITS WORKSHEET 4 STATEMENT 29

NAME OF ACTIVITY	FROM FORM	CURRENT YEAR CREDITS	PRIOR YEAR UNALLOWED CREDITS	TOTAL CREDITS
HARTSVILLE HMA, LLC	8907/3800, LINE 32	1.		1.
HARTSVILLE HMA, LLC	CARRYOVER		2.	2.
TOTALS		1.	2.	3.

FORM 8582-CR ALLOCATION OF UNALLOWED CREDITS - WORKSHEET 8 STATEMENT 30

NAME OF ACTIVITY	FORM REPORTED ON	CREDITS	RATIO	UNALLOWED CREDITS
HARTSVILLE HMA, LLC	FORM 3800, LINE 33	1.	.333333333	1.
HARTSVILLE HMA, LLC	FORM 3800, LINE 33	2.	.666666667	2.
TOTALS		3.	1.000000000	3.

FORM 8582-CR ALLOWED CREDITS - WORKSHEET 9 STATEMENT 31

NAME OF ACTIVITY	FORM REPORTED ON	CREDITS	UNALLOWED CREDITS	ALLOWED CREDITS
HARTSVILLE HMA, LLC	FORM 3800, LINE 33	1.	1.	0.
HARTSVILLE HMA, LLC	FORM 3800, LINE 33	2.	2.	0.
TOTALS		3.	3.	0.

FORM 8582 ALTERNATIVE MINIMUM TAX STATEMENT 32
ACTIVE RENTAL OF REAL ESTATE - WORKSHEET 1

NAME OF ACTIVITY	CURRENT YEAR NET INCOME	CURRENT YEAR NET LOSS	PRIOR YEAR UNALLOWED LOSS	OVERALL GAIN OR LOSS GAIN	OVERALL GAIN OR LOSS LOSS
RENTAL - 2257 DANIEL IS, CHARLESTON, SC 29492	0.	-20,246.	-50,392.		-70,638.
RENTAL - 15 WATROO PT - 15 WATROO POIN, CHARLESTON, SC 29492	0.	-161,536.	-130,629.		-292,165.
TOTALS	0.	-181,782.	-181,021.		-362,803.

FORM 8582 ALTERNATIVE MINIMUM TAX STATEMENT 33
OTHER PASSIVE ACTIVITIES - WORKSHEET 3

NAME OF ACTIVITY	CURRENT YEAR NET INCOME	CURRENT YEAR NET LOSS	PRIOR YEAR UNALLOWED LOSS	OVERALL GAIN OR LOSS GAIN	OVERALL GAIN OR LOSS LOSS
HARTSVILLE HMA, LLC	5,072.	0.		5,072.	
TOTALS	5,072.	0.		5,072.	

FORM 8582 ALTERNATIVE MINIMUM TAX STATEMENT 34
ALLOCATION OF UNALLOWED LOSSES - WORKSHEET 5

NAME OF ACTIVITY	FORM OR SCHEDULE	LOSS	RATIO	UNALLOWED LOSS
RENTAL - 2257 DANIEL IS, CHARLESTON, SC 29492	SCH E	70,638.	.194700705	69,650.
RENTAL - 15 WATROO PT - 15 WATROO POIN, CHARLESTON, SC 29492	SCH E	292,165.	.805299295	288,081.
TOTALS		362,803.	1.000000000	357,731.

FORM 8582 — ALTERNATIVE MINIMUM TAX — ALLOWED LOSSES - WORKSHEET 6 — STATEMENT 35

NAME OF ACTIVITY	FORM OR SCHEDULE	LOSS	UNALLOWED LOSS	ALLOWED LOSS
RENTAL - 2257 DANIEL IS, CHARLESTON, SC 29492	SCH E	70,638.	69,650.	988.
RENTAL - 15 WATROO PT - 15 WATROO POIN, CHARLESTON, SC 29492	SCH E	292,165.	288,081.	4,084.
TOTALS		362,803.	357,731.	5,072.

FORM 8582AMT — SUMMARY OF PASSIVE ACTIVITIES - AMT — STATEMENT 36

R R E A -	NAME	FORM OR SCHEDULE	GAIN/LOSS	PRIOR YEAR C/O	NET GAIN/LOSS	UNALLOWED LOSS	ALLOWED LOSS
	HARTSVILLE HMA, LLC	SCH E	5,072.		5,072.		
X	RENTAL - 2257 DANIEL IS, CHARLESTON, SC	SCH E	-20,246.	-50,392.	-70,638.	69,650.	988.
X	RENTAL - 15 WATROO PT - 15 WATROO POIN,	SCH E	-161,536.	-130,629.	-292,165.	288,081.	4,084.
TOTALS			-176,710.	-181,021.	-357,731.	357,731.	5,072.

PRIOR YEAR CARRYOVERS ALLOWED DUE TO CURRENT YEAR NET ACTIVITY INCOME

TOTAL TO FORM 8582AMT, LINE 16 — 5,072.

FORM 2106/SBE OTHER BUSINESS EXPENSES STATEMENT 37

PHYSICIAN

DESCRIPTION	AMOUNT
LEGAL FEES	28,538.
ACCOUNTANT FEES	10,902.
TOTAL TO FORM 2106/SBE, PART I, LINE 4	39,440.

FORM 2106/SBE OTHER BUSINESS EXPENSES STATEMENT 38

SELF EMPLOYED

DESCRIPTION	AMOUNT
LEGAL FEES	28,538.
ACCOUNTANT FEES	10,902.
TOTAL TO FORM 2106/SBE, PART I, LINE 4	39,440.

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