

CONFIDENTIAL

BUY-SIDE · OFF-MARKET ACQUISITION ORIGINATION

PROPRIETARY DEAL FLOW, SOURCED DIRECT TO OWNER.

A deal-flow engagement to find off-market practices in orthopedics, OBGYN, pain management, and physical therapy, nationwide, before they ever reach a broker or an auction.

PREPARED FOR

Josh · Modern Medicine

PREPARED BY

Mark Gabrielli · WETVR

DATE

June 23, 2026

ENGAGEMENT

Upfront, by deal size

SPECIALTIES

4

Ortho · OBGYN ·
Pain · PT

GEOGRAPHY

US

National, all 50
states

ENGAGEMENT

Upfront

prepaid for deal flow

FEE RANGE

**2.5–
25K**

by target deal
size

THE MANDATE

WHAT YOU WANT TO BUY. WHAT I DO.

You already own two platforms. The constraint is not capital or conviction. It is proprietary deal flow that has not already been picked over by every other healthcare consolidator.

You acquire. I find. This engagement puts WETYR to work as Modern Medicine's dedicated off-market origination partner across four specialties, orthopedics, OBGYN, pain management, and physical therapy, nationwide, and on both sides of your thesis: tuck-ins in and around your existing west-coast footprint, and platform-quality practices that seed entry into new markets.

I work owner-direct. No listings, no auction processes, no recycled broker books that twenty other buyers have already passed on. Every target I bring you is sourced privately, qualified for seller readiness, and introduced to you under NDA. You stay focused on diligence, structure, and integration. I keep the top of the funnel full.

WHY OFF-MARKET

LESS COMPETITION. BETTER BASIS.

The listed market works against the buyer

A practice on a broker's roster is a managed auction. Multiple bidders, a banker optimizing for the seller, and a price already bid up before you see the books. You are renting someone else's process.

Off-market is a relationship, not a listing

Most physician and PT owners are not actively selling. They are open to the right conversation with the right buyer. Reach them first, privately, and you negotiate on basis and fit, not against a field.

Orthopedic, pain, OBGYN, and physical therapy ownership is consolidating fast, with private equity and large MSOs driving up multiples on anything that hits the open market. The edge is no longer being willing to pay. The edge is being early, direct, and trusted before the auction starts. That is the entire job I am taking on.

WHO YOU ARE WORKING WITH

MARK GABRIELLI, WETYR

Advisors first. Operators always. The same partner who sources the deal is built to help you run it.

I run WETYR, an operating partner for the full business lifecycle, Zero to Exit, Buy, Sell, Grow. Most of what WETYR does is buy-side and sell-side M&A advisory plus direct acquisition across resilient service niches in all 50 states. That means I spend my days doing exactly one thing for acquirers like you: finding owners who are ready before anyone else knows they are.

I am not a listing broker reselling other people's deals. I am an operator-buyer who sources proprietary flow direct to owner, the same way I source acquisitions for WETYR's own book. You get that engine pointed at your buy box.

How I source, step by step

01 Lock the buy box

We define exactly what closes: specialty, revenue and EBITDA range, ownership structure, geography, and the seller situations you want. A precise box is what makes off-market outreach land.

02 Build the universe

I map the target universe across all four specialties, nationally and around your existing footprint, from primary data, NPI and licensing records, practice footprints, and ownership signals. Not a broker list. The whole field.

03 Outreach, owner-direct

Confidential, personal outreach to owners, not gatekeepers. The operator-buyer alignment opens doors that an anonymous buyer or a cold banker cannot.

04 Qualify for readiness and fit

Before you ever spend a minute, I screen for genuine seller motivation, clean enough books to transact, and alignment with your box. You see qualified conversations, not noise.

05 Introduce under NDA

A warm, confidential handoff. You take it from there on diligence and structure, with me available to keep the seller relationship warm through to LOI.

06 Support to close

I stay in the deal as a sourcing partner through LOI, quality of earnings, and definitive agreement, so momentum does not stall between introduction and closing.

FEE STRUCTURE

AN UPFRONT ENGAGEMENT, SIZED TO YOUR TARGET.

You engage WETYR up front to source proprietary deal flow at a chosen deal size. The fee is set by the size of acquisition you want me hunting, paid at engagement so the search starts immediately. It is fully creditable: if a deal comes together smaller or differently than planned, the balance rolls to your next deal; if you point me at larger targets, you simply top up to that tier when we change course.

TIER	TARGET DEAL SIZE	ENGAGEMENT FEE (UPFRONT)
T1	Up to \$2,000,000	\$2,500

TIER	TARGET DEAL SIZE	ENGAGEMENT FEE (UPFRONT)
T2	\$2,000,001 to \$5,000,000	\$7,500
T3	\$5,000,001 to \$10,000,000	\$12,500
T4	\$10,000,001 to \$25,000,000	\$18,500
T5	Above \$25,000,000	\$25,000

Paid up front

Your engagement fee funds the search at your chosen deal size. Sourcing begins the day it clears.

Credit, never lost

If the deal that lands is smaller or structured differently, the unused balance carries to your next deal.

Scale up any time

Redirect me toward larger targets and you top up the difference to the higher tier, paid when we change direction.

One aligned incentive

You pay for proprietary origination at your target size, not a percentage of your own capital.

Target deal size means the total consideration (cash, assumed debt, seller notes, earnouts, and rollover equity) of the acquisitions you want sourced. Engagement fees are non-refundable but fully creditable toward future deal flow as described above.

SCOPE

WHAT IS AND IS NOT INCLUDED.

Included

Handled by your team

- Off-market origination across the four specialties, nationwide

- Universe build and owner-direct outreach

- Seller readiness and fit qualification

- Confidential introductions under NDA

- Sourcing support through LOI to close

- Financial, legal, and clinical due diligence

- Quality of earnings engagement

- Deal structure, financing, and counsel

- Definitive agreement and closing

- Post-close integration and operations

WETYR acts as a sourcing and origination consultant. WETYR is not your attorney, CPA, or investment adviser, and is not acting as a licensed real estate or securities broker. Nothing here is legal, tax, or investment advice.

NEXT STEPS

THREE MOVES TO LIVE DEAL FLOW.

01 Sign the mutual NDA

Confidentiality and non-circumvention before any target identities change hands. NDA before financials, every time.

02 Countersign the engagement letter

Success-fee terms, the buy box, and the tail. One page of substance, no retainer.

03 30-minute buy-box call

We sharpen the box and I open the universe. First qualified conversations typically inside the first few weeks.

START THE ENGAGEMENT



WETYR · Where Energy Transforms Your Reality

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Confidential. Prepared solely for Josh and Modern Medicine.