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Ninth Annual

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Successful Strategies for Mergers, Acquisitions, Divestitures, and Restructurings

- **❖** Market Overview & New Business Opportunities
  - Strategies for Salvaging Deals Gone Bad
- Opportunities in Buying Hospitals Out of Bankruptcy
  - \* Critical Success Factors in Healthcare Transactions
    - State of Healthcare Capital Markets
      - Investors' Roundtable
- \* CLE Ethics: Fiduciary Responsibilities of the Board Conflicts and Dualities to Avoid

**Special Luncheon Address:** 

Robert J. Kane, Illinois State Medical Society, "Patient Safety Concerns in Retail Healthcare Facilities"

#### **Plus Case Studies:**

- ❖ Unwinding Joint Ventures: Palomar Pomerado Health's Imaging Centers
  - ❖ The Sale of Empire Health Services to Community Health Systems

Also a Comprehensive Workshop:

**Due Diligence and Valuations in a Transaction:** How Do You Know What You're Getting

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# CAIN BROTHERS Cain Brothers has one of the largest teams dedicated

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practice groups; and licensed professional associations. Neil Olderman is Health Law Practice Chair, and Douglas Swill and Daniel O'Connell serve as Vice-Chairs. Todd Johnston, a partner in the firm's Princeton, New Jersey, office has been named a 2007 Outstanding Healthcare Transaction lawyer by Nightingale's Healthcare News. For more information, please visit www.drinkerbiddle.com.

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professionals each month. It reports in-depth on the trends, issues and people that impact the Chicago area healthcare industry. *Chicago Hospital News's* monthly production cycle means a long shelf life and encourages thorough readership by today's busy executives.

## Thursday, April 10, 2008

8:00 Registration and Continental Breakfast (Registration for the Conference will continue through the Workshop)

8:30 Valuation and Due Diligence
Workshop: Strategic,
Financial & Legal Aspects
of Hospital Transactions, a
Hospital Acquisition Case Study



Transactions involving healthcare entities require the coordination of many parties and must withstand third-party scrutiny. A well-formulated valuation and financial analysis of the acquisition are crucial to the negotiations between the parties as well as for those who rely on the valuation for regulatory compliance or tax opinions. Not all valuations have the same value. In this workshop we will explore:

- Elements of successful strategic and economic rationales
- Critical deal points
- Financial due diligence
- Legal due diligence
- Steps in the valuation process
  - Supportable and defendable evidence

Manfred R. Steiner, Panel Moderator

Managing Director

WELLSPRING PARTNERS, A HURON CONSULTING COMPANY

Jim Rolfe

Vice President

COMMUNITY HEALTH SYSTEMS, INC.

**Roger Strode** 

Partner

MCDERMOTT WILL & EMERY LLP

#### 10:00 Workshop Ends

#### 10:30 Conference Begins Co-Chairs' Opening Remarks

Keith R. Anderson

Partner

DRINKER BIDDLE & REATH LLP

Paul R. DeMuro

Partner

**LATHAM & WATKINS** 

Manfred R. Steiner

Managing Director

WELLSPRING PARTNERS,

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**Co-Chair Emeritus** 

L. Edward Bryant, Jr.

Partner

DRINKER BIDDLE & REATH LLP

# 10:45 Market Overview and New Business Opportunities

If you are a healthcare executive, how do you do strategic planning in the face of such market and political uncertainty? What are all of the contingencies? Will the credit squeeze cut off your potential funding? If it has already affected your source of funds, what do you do now? Then there is that prickly issue of a Presidential election. How do you handicap that? Nobody has a closer touch to the pulse of the market than this speaker. If you do not get all the answers to the above questions, you will come away from this presentation better equipped to look for the answers.

Thomas M. Barry Managing Director CAIN BROTHERS

# 11:15 Critical Success Factors in Healthcare Transactions: Two Case Studies

This panel will look at two urban situations, first the acquisition of a hospital provider by another and second, two hospitals emerging from bankruptcy. Effective management of the change of ownership is vital to protecting the value conveyed in the transaction. Through the use of case studies the presenters will describe the challenges facing these organizations following the transactions and the critical success factors, including policies and practices that these organizations put in place to address the key challenges for each of following areas:

- Merger integration planning
- Post merger implementation monitoring:
  - Financial planning credit facilities and liquidity access
  - Financial management cash flows, working capital management, key metrics
  - Revenue management patient care activity levels, referral patterns, physician and patient retention
  - Administrative integration
  - Managed care contracting
  - Information technology
- Antitrust monitoring

Robert W. Clarke, Panel Moderator

Partner

DELOITTE FINANCIAL ADVISORY SERVICES LLP

Martin G. Bunin

Partner

Alston & Bird LLP, New York

**Daniel O'Brien** 

Director

DELOITTE FINANCIAL ADVISORY SERVICES LLP

# 12:00 Luncheon for all Speakers and Delegates Luncheon Address: Essential Patient Safety Elements for Retail Healthcare Facilities

Some have hailed clinics in drug stores and grocery stores as the best thing in healthcare delivery since doctors stopped making house calls. Critics see any number of problems. This session will examine safety concerns.

Robert J. Kane

AVP/Legal Services

ILLINOIS STATE MEDICAL SOCIETY

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PricewaterhouseCoopers' Transaction Services group advises healthcare companies and private equity firms on acquisitions, divestitures, joint ventures, initial public offerings and other capital markets transactions. Our practice consists of experienced deal professionals and industry specialists providing financial, tax and other due diligence services. With the in-depth transaction experience gleaned from serving our healthcare and private equity clients globally, we can help you do the right deals, negotiate with power and control, close faster, integrate expeditiously and increase your chances of generating greater returns from transactions.

1:30 Case Study: Medical Group and Health System Structure Innovative Sale and Alliance Relationship

In late 2007, an affiliate of The Health Alliance of Greater Cincinnati acquired substantially all of the assets of GCAP, a 30-person primary care medical group in Cincinnati, Ohio. Following the transaction, the medical group became part of an affiliated network of medical groups utilizing a common health system management services organization. The transaction was structured so as to maintain GCAP's identity and brand, as well as enable it to retain a significant degree of operational autonomy and entrepreneurial culture. In this session, the speakers will address the following:

- Market forces and objectives driving the transaction;
- Summary of the deal structure;
- Reimbursement and compliance considerations;
- Managing medical group consideration and approval of the deal;
- Key due diligence, valuation, transaction and transition planning issues;
- Benefits and challenges of new organizational structure
- General implications for hospital acquistions of physician groups

Richard J. Zall
Partner

PROSKAUER ROSE LLP

Pamela E. Zipperer-Davis *CEO* 

GREATER CINCINNATI ASSOCIATED PHYSICIANS, INC.

#### 2:15 Case Studies in Managed Care Transactions

This session will provide an overview of the managed care transaction market. The panelists will discuss how to identify the key sources of value in plans and the key risk factors in executing a transaction. Case materials will cover legal, financial, strategic and operational considerations. In addition, case studies of transactions will be presented to illustrate how difficult or complex issues were resolved. The panel will also discuss the unique aspects of the sale of provider owned health plans.

Anu R. Singh, Panel Moderator

Vice President

**KAUFMAN HALL & ASSOCIATES** 

Gary S. Davis
Partner

MCDERMOTT WILL & EMERY LLP

Michael J. Finnerty Senior Vice President

**KAUFMAN HALL & ASSOCIATES** 

3:00 **Chocoholic** Networking Break Sponsored by: **KaufmanHall**  Founded in 1985, **Kaufman, Hall & Associates, Inc.** is among the country's most respected independent strategic financial and capital consultants, working with healthcare organizations of all types and sizes.

Kaufman Hall provides strategic advisory services; financial advisory services to debt transactions; strategic, financial, and capital planning services; capital allocation design and implementation services; and merger, acquisition, joint venture, and divestiture advisory services. Since 1985, the firm has advised on more than 500 debt transactions exceeding \$50 billion. It has been ranked the #1 healthcare financial advisor for the last five years.

In addition, Kaufman Hall developed and markets the ENUFF® Software Suite of strategic and financial management products. Kaufman Hall serves its clients from offices in Chicago, Atlanta, Boston, Los Angeles, and San Francisco.

3:15 Successful Strategies for Buying Hospitals
Out of Bankruptcy

Does anybody think that the healthcare industry is immune to the credit squeeze and downturn in the economy? For the healthy, it should be a great opportunity. Healthcare acquisition executives need not treat bankruptcy as a communicable disease. The bankruptcy process should result in an on-going business free and clear of debt, and potentially free and clear of bad management. This session will walk you through the dos and don'ts including:

- Due diligence
- Valuation issues
- Overcoming local political hurdles

Deryck A. Palmer, Panel Moderator

CADWALADER WICKERSHAM & TAFT LLP

David S. Felsenthal

Consultant

PRINCIPLE VALUATION LLC

**Michael Lane** 

Managing Director

NAVIGANT CAPITAL ADVISORS

Interim CEO and CRO

BROTMAN MEDICAL CENTER

**Guy Sansone (invited)** 

Managing Director

ALVÄREZ & MARSAL

# 4:00 CLE Ethics Hour: Fiduciary Responsibilities of the Board - Conflicts and Dualities to Avoid

This session will illustrate through sample transactions involving real cases the legal and ethical application of enforceable fiduciary standards for hospital board members and officers contemplating or engaging in transactions. The examples will include the identification and resolution of conflicts and dualities of interest and the critically important ways to protect the parties and the public when transactions involve actual or alleged corporate "insiders." Materials will include sample conflicts policies and disclosure forms, policies regarding the ethical aspects of keeping corporate opportunities confidential, and sample board resolutions for complying with IRS and other standards for dealing with insiders.

L. Edward Bryant, Jr.

Partnei

DRINKER BIDDLE & REATH LLP

Brian J. Platton

Partner

EPSTEIN BECKER & GREEN LLP

5:00 Conference Adjourns for the Day

#### 6:00 PM

# Drinker Biddle |

Is pleased to host the awards reception for all Speakers and Delegates Honoring Nightingale's Healthcare News' 2007 Outstanding Healthcare Transaction Lawyers 191 North Wacker Drive, 37th Floor

#### Michael S. Blass

Smart in your world® Arent Fox

Represented some of the nation's largest healthcare companies in hundreds of acquisitions and divestitures, including the \$1.25 billion acquisition of Horizon Healthcare; the purchase of First American Health Care, then the nation's largest privately owned home health company; the acquisition of MeritWest Inc.; and the purchase of RoTech Medical Corporation.

#### Michael L. Blau

Recently led membership transfer and sponsorship change of a \$1.2 billion, six-hospital health system. Among many other projects, also handled the reorganization of the Jewish Rehabilitation Center of the North Shore (MA) into a coordinated health system; the sale of a Connecticut based ambulatory surgery center; and the formation of a joint venture cancer center.

#### Ashby Q. Burks

BAKER DONELSON BEARMAN, CALDWELL & BERKOWITZ, PC

Has concentrated practice in healthcare transactions for over 20 years. Recently served as lead counsel in sale of an industryleading provider of software communication applications to the healthcare industry; in sales of acute care and inpatient rehabilitation hospitals; and in formation of joint ventures between profit and not-for-profit hospitals, among many transactions.

#### **Gary Scott Davis**

McDermott Will & Emery

Has been involved in the formation, acquisition, disposition, restructuring, and reorganization of HMOs, third-party administrators, hospitals, independent physician associations, ambulatory surgical centers, physician-hospital organizations, home health agencies, and medical equipment companies. Represented numerous strategic dispositions by hospitals and health systems.

#### Jonathan K. Henderson

K&L GATES

Represented rehabilitation hospital company in development of physician-syndicated hospitals and acquisition of hospitals; represented assisted living company in acquisition of home health companies; represented primary care physician group in development and implementation of physician house calls business model; represented start-up company furnishing diabetic treatment.

#### Todd D. Johnston

Drinker Biddle

Practice focuses on business/transactional matters for healthcare and life science clients, including hospitals, retirement communities, nursing homes, senior housing and assisted living facilities, physician practices, healthcare systems, research organizations, trade associations, underwriters, and providers of letters of credit to healthcare borrowers and pharmaceutical companies.

#### Robert M Keenan III

King & Spalding

Recently advised on healthcare regulatory and transaction structuring issues in sale of a leading healthcare business services and IT company. Represented a regional medical center in corporate reorganization involving formation of a city-county hospital authority. Performed due diligence in private equity fund's investment in a national dental practice management company.

#### Paul D. Manca

**HARTSON** 

Represented Sunrise Senior Living in major merger and acquisition transactions, including \$2.26 billion acquisition by Ventas of Sunrise Senior Living Real Estate Investment Trust and independent Canadian REIT established by Sunrise. Represented GE Healthcare Financial Services in \$1.4 billion acquisition of six senior housing portfolios from Formation Capital in 2006.

#### Brian J. Platton

Recent engagements include representing a managed care plan in collateralization of its revenue stream; a small Medicaid managed care plan in sale to a national, publicly traded managed care organization; a prominent hospital system in disposition of two managed care plans; and a health benefits administrator in sizable investment by a private equity fund.

#### Charles Ruck

LATHAM & WATKINS LLP

As lead attorney, represented Amgen in its \$17.7 billion acquisition of Immunex; Morgan Stanley in \$8.1 billion sale of PacifiCare to United Health; the financial advisor to AMO in the proposed merger with Bausch & Lomb for \$4.5 billion; ICOS Corporation in acquisition by Eli Lilly for \$2.3 billion; Watson Pharmaceuticals in its \$1.9 billion acquisition of Andrx Corporation.

#### Thomas B. Shapira

M U C H <sub>S H E L I S T</sub>

Practice primarily devoted to representing physician groups with respect to both transactional and compliance issues. Recently handled the merger of numerous individual physician practices into larger group practices, coordinated the redemption/withdrawal of physicians from existing groups, negotiated physician employment agreements, and formed eight new concierge practices.

#### Ross Stromberg

One Firm Worldwide\*

Has practiced health and hospital law exclusively since 1965 in areas of corporate transactions, mergers and acquisitions, integrated delivery system development, hospital/physician integration, managed care, and healthcare-related technology. Representative clients include Sutter Health, Capital BlueCross, Loma Linda Medical Center, Caremark Rx, and Ophthalmic Mutual Insurance.

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## Friday, April 11, 2008

#### 8:00 Continental Breakfast

#### 8:30 Case Study in Unwinding Joint Ventures: Palomar Pomerado Health's Imaging Centers

Recent regulatory changes, increasing government enforcement efforts and changing economics have led many joint venture participants to decide that it is in their best interest to unwind or restructure their joint ventures. This session discusses many of the reasons why joint venture participants seek to unwind the joint venture of which they are participants. In effecting the unwind, does one party transfer the business to the other party, or some third party or is the business dissolved? How are any noncompetition covenants addressed by the parties? What is the role of a valuation consultant in such a transaction? What is valued? What transactional documents will effect the unwind? Is there or should there be a litigation assessment involved? The focus of the presentation will be the unwind of an imaging joint venture at Palomar Pomerado Health, a two hospital system in North San Diego County which consists of certain outpatient hospital facilities staffed by hospital based imaging physicians, and a high tech imaging joint venture. What were the parties' reasons for wanting to unwind the joint venture, what are the steps they took in this regard, what contracts comprise the unwind and what are the post-closing considerations?

Paul R. DeMuro, Panel Moderator

Partner

LATHAM & WATKINS LLP

Kenneth E. Avery Vice President

MEDICAL DEVELOPMENT SPECIALISTS

Janine Sarti General Counsel

PALOMAR POMERADO HEALTH

# 9:15 Case Study: The Sale of Empire Health Services to Community Health Systems -A Collision of Community Interests, Legal/Regulatory Processes, and Financial Reality

Located in Spokane, Washington, Empire Health Services was facing significant competitive pressures from the larger health system in the region, an increasingly acute need for a significant amount of capital investment, and the demands of a largely unionized work force as its Board of Directors began a process to identify the best strategy for preserving and revitalizing its health system. As a result, Empire has entered into an agreement to sell to CHS and the parties are pursuing approval of the transaction by the Washington Department of Health and Attorney General pursuant to the CON and non-profit conversion statutes and regulations. The panel will discuss the Board's efforts to address community needs and preserve a critical community asset, the system's financial realities and options, the CON and conversion issues, and the intense external pressures from various community constituencies.

**Keith R. Anderson, Panel Moderator** 

DRINKER BIDDLE & REATH LLP

Carsten Beith
Managing Director
CAIN BROTHERS

6

Ronald McKay
Chair of the Board of Directors
EMPIRE HEALTH SERVICES

# 10:00 Networking Break Sponsored by:



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# 10:15 State of the Healthcare Capital Markets: Where to Next in the M&A Curve

Healthcare M & A in 2007 was a tale of two halves. Following historic highs through the first half of 2007, this panel will explore where things ended up, including the impact of the credit market crisis, the pending political shift and how these factors may impact 2008 and beyond. Each panel member will share perspectives on these points and the challenges and opportunities they see on the horizon in 2008, including:

- Key differences between the first half of 2007 and the second half and lessons learned
- Private equity v. corporate buyer position and current influence
- Valuation and pricing trends
- Transaction structures and changes in the current environment
- Overcoming challenges in the financing environment
- Sectors in focus for activity
- Presidential election process and the wildcard factor on Healthcare M&A

Thad Kresho, Panel Moderator
Partner, Healthcare Transaction Services
PRICEWATERHOUSECOOPERS LLP

Burk Lindsey
Managing Director

RAYMOND JAMES & ASSOCIATES

**David Petrel**President

#### BARNABAS CONSULTING

Other panelists have been invited and will be identified when confirmed on the e-copy of the brochure posted on our website: www.renaissanceamerican.com

#### 11:00 Investors' Roundtable

This session has become a staple at our conferences because it is where theory meets practice. These investors have to make decisions daily based on the kind of information reviewed in the preceding sessions. It also gives conference delegates the opportunity to learn from that kind of decision-making. We save the Investors' Roundtable for last because in some ways it is the "final exam" and it keeps everybody around.

W. Andrew H. (Drew) Gantt III, Panel Moderator Partner

LATHAM & WATKINS LLP

**David Azad** *Principal* 

GALÉN PARTNERS

Other panelists have been invited and will be identified when confirmed on the e-copy of the brochure posted on our website: www.renaissanceamerican.com

### The Industry Event in Chicago for Healthcare Transactions

#### Dear Colleague:

A change in the market is known to be extreme. Back in the fall when we first started working on this conference, there were tremors in the subprime market, but as we go to press those tremors have become tectonic. What does it all mean for the healthcare industry? This is the place to find out.

If you are a healthcare executive, or an advisor to one, how do you analyze where we are right now in this everevolving market? The credit markets are in constriction, the economy is teetering on recession. We are in the midst of the most hotly contested Presidential campaign in modern history.

Thanks to our sponsors, especially our co-chairs, we have put together a terrific conference that will keep you up to date with the challenges facing us, but I have to pull back the curtain on one of the topics in particular: Building clinics in drug stores and grocery stores – what some call "Doc in a box" -- is probably one of the hottest topics in the industry these days, and one not everybody is pleased with. We could not get a representative of one of the entities doing it to speak to us, but we do have one important perspective: from the Illinois State Medical Society. I extend a standing invitation to representatives of the drug and grocery chains involved to speak at our **Physician Agreements & Ventures Conference** in October!

And then there are the Aging Boomers. One friend of this conference has been saying for years that the Next Big Thing in healthcare delivery is when aging boomers take to the streets in our wheelchairs and with our walkers chanting, "Hell, no. We won't go" into inadequate nursing facilities. (The next chant in that demonstration will be: "What do we want? Why do we want it?" What are we doing here? How are we getting home?"

Please join us at this, our **Ninth Annual Healthcare Transactions Summit**. This is the place to get the most cutting-edge information and the highest level of networking. Once again we will be honoring *Nightingale's Healthcare News's* Outstanding Healthcare Transaction Lawyers in the beautify dining room of Drinker Biddle & Reath. This is always a great party. Enjoy!

We look forward to seeing you in Chicago.

Cordially,

David M. Henderson

auid M. Henderon

President

RENAISSANCE AMERICAN MANAGEMENT, INC.

# Nightingale's Healthcare News

#### **Upcoming Lists:**

- Outstanding Hospital Lawyers
- Outstanding Young Healthcare Lawyers
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Ninth Annual

# Healthcare Transactions Summit

The Millennium Knickerbocker Hotel Chicago April 10-11, 2008

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By Fax: 903-592-5168

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Millennium Knickerbocker Hotel 163 E. Walton Place Chicago, IL 60611-1527

Phone: 312-751-8100 or 1-800-621-8140

**Hotel Reservations:** In order to get the group discount, it is important that you register by March 26, 2008 and tell them that you are with the Healthcare Transactions Conference.

Suggested Dress: Business Casual

#### **Upcoming Conference**

## **Physician Agreements & Ventures**

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