

(repeat)

12:30 – 1:45 pm

Lunch (on your own)

1:45 – 2:45 pm

N. Antitrust (repeat)

P. Representations and Warranties (repeat)

R. Tax Issues (repeat)

2:55 – 3:55 pm

T. Due Diligence (repeat)

U. Tax-Exemption (repeat)

X. Fiduciary Duty and Charitable Trust Law Developments (repeat)

Y. Labor and Employment (repeat)

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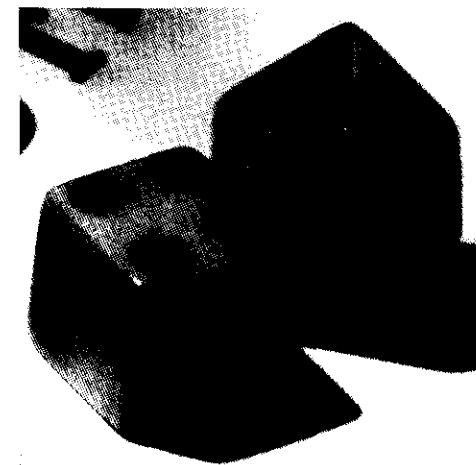
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Senior Vice President
and Corporate Counsel
HEALTHSOUTH Corporation
Birmingham, AL



Program At A Glance

Thursday, November 19, 1998

8:30-9:30 am	GENERAL SESSION Welcome and Introduction – <i>King, DeMuro</i> Keynote Address – <i>Burik</i>			
10:00-11:00 am	A. Basic M&A (not repeated) <i>Horton</i>	B. Workouts <i>Peregrine</i>	C. General Joint Venture Planning <i>Greene</i>	D. Complex Corporate Transactions <i>DeMuro</i>
11:10 am-12:25 pm (extended)	E. For-profit and Non-profit Deals <i>Curtis McGee</i>	F. Physician Group Deals <i>Cowart</i>	G. Non-profit to Non-profit Deals <i>Ganz Makos</i>	H. Managing the Transaction <i>Rogers Wall</i>
12:25-1:45 pm	Lunch (on your own)			
1:45-2:45 pm	J. Confidentiality Agreements and Letters of Intent <i>Roth</i>	B. Workouts (repeat) <i>Peregrine</i>	C. General Joint Venture Planning (repeat) <i>Greene</i>	D. Complex Corporate Transactions (repeat) <i>DeMuro</i>
2:55-4:10 pm (extended)	E. For-profit and Non-profit Deals (repeat) <i>Curtis McGee</i>	F. Physician Group Deals (repeat) <i>Cowart</i>	G. Non-profit to Non-profit Deals (repeat) <i>Ganz Makos</i>	H. Managing the Transaction (repeat) <i>Rogers Wall</i>
4:20-5:20 pm	K. Legal Opinions (not repeated) <i>Rieger</i>	L. ERISA <i>Stamer</i>	M. Fraud and Abuse and Government Investigations <i>Maruca</i>	N. Antitrust <i>Cherney</i>
5:20-6:45 pm	Reception (spouses and guests welcome)			

Program Agenda

V. Reimbursement

Leonard C. Homer

- Change of ownership (CHOW) and effect of CHOW on Medicare participation
 - What constitutes a CHOW?
 - Successor liability
 - Effect on hospital-based entities and free-standing providers
- Reconciling differing payment rates (e.g., disproportionate share, average per resident amount)
- Recapture of gain or loss on assets and other payment issues
- Application of 3-day window
- Due diligence for billing practices that may lead not only to overstatement of revenues but to false claims or CMP exposure if there is successor liability

10:20 – 11:20 am

W. Securities Regulation (not repeated)

Ann N. James

Kathryn K. Lindauer

- Registration requirements for transactions
- Issues for healthcare entities
- How to structure transactions

X. Fiduciary Duty and Charitable Trust

Law Developments

Michael J. Regier

James R. Schwartz

- The National Association of Attorneys General "Model Act" for hospital & HMO conversions – a national standard
- Community Health Impact Reviews – the key to future deals?

- New requirements for non-profit to non-profit transactions – raising the bar
- For profit/non-profit joint ventures – impossible or just impractical under IRS rules?

Y. Labor and Employment

David S. Durham

- Due diligence checklists
- Liability hotspots
- Suggested seller representations/warranties
- Indemnity enforceability issues
- Successor liability for union matters, discrimination cases, wrongful discharge cases and wage/hour cases
- COBRA landmines
- Strategies for handling pending cases

M. Fraud and Abuse and Government Investigations (repeat)

11:30 am-12:30 pm

Z. Information Technology Issues

(not repeated)

Adele A. Waller

- Critical (and often overlooked) IT feasibility issues
- IT due diligence
- Getting a fix on Year 2000 issues
- Representations, warranties and other contract provisions
- Planning for post-transaction information system integration

J. Confidentiality Agreements and Letters of Intent (repeat)

L. ERISA (repeat)

- O. Litigation Insurance** (not repeated)
 ● Considerations for healthcare transactions

P. Representations and Warranties
Melinda L. Hayes

- Representations and warranties: purpose, knowledge and materiality qualifiers, seller and buyer and survival
- Pre- and post-closing covenants
- Conditions: third party consents, valuation/fairness opinions, legal opinions and due diligence
- Indemnification: scope, baskets and ceilings and set offs and escrows

Q. The Proposed Regulations under Stark II
D. Louis Glaser

- Clarifying what services qualify as "designated health services" under Stark II
- How the proposed regulations will affect medical practice acquisitions and other integration transactions
- How the proposed regulations will affect physician compensation and, in particular, structuring incentive payments to employed physicians
- The new proposed exceptions, including those applicable to ambulatory surgical treatment centers and "fair market value" arrangements
- The impact of the regulations on managed care arrangements

- William S. Painter*
- Taxable acquisitive transactions
 - Tax-free reorganizations
 - Joint venture tax issues
 - Divestitures

9:10 – 10:10 am

S. Legal Ethics (not repeated)
Paul R. DeMuro
Michael W. Peregrine

- Legal conflicts versus business conflicts
- Receipt of confidential information and potential for disqualification
- Obtaining conflicting waivers
- Effectiveness of the internal firm "Ethics Wall"
- Role of "transaction counsel"
- Current developments

T. Due Diligence
James B. Wieland

- Due diligence in the context of healthcare industry mergers and acquisitions
- Specific due diligence strategies and techniques
- Due diligence and selected healthcare regulatory issues, including successor liability
- Due diligence and legal opinions in healthcare transactions

U. Tax-Exemption
Gerald R. Peters

- Exemption issues for hospital mergers
- Exemption issues for physician practice acquisitions
- Exemption issues for management transactions

7:00 am-3:55 pm	Registration and Information			
7:00-8:00 am	Buffet Breakfast (spouses and guests welcome)			
8:00-9:00 am	O. Litigation Insurance (not repeated)	P. Reresentations and Warranties <i>Hayes</i>	Q. Stark II <i>Glaser</i>	R. Tax Issues <i>Painter</i>
9:10-10:10 am	S. Legal Ethics (not repeated) <i>DeMuro</i> <i>Peregrine</i>	T. Due Diligence <i>Wieland</i>	U. Tax-Exemption <i>Peters</i>	V. Reimbursement <i>Homer</i>
10:20-11:20 am	W. Securities Regulation (not repeated) <i>James Lindauer</i>	X. Fiduciary Duty and Charitable Trust Law <i>Regier</i> <i>Schwartz</i>	Y. Labor and Employment <i>Durahm</i>	M. Fraud and Abuse and Government Investigations (repeat) <i>Maruca</i>
11:30 am-12:30 pm	Z. Information Technology (not repeated) <i>Waller</i>	J. Confidentiality Agreements and Letters of Intent (repeat) <i>Roth</i>	L. ERISA (repeat) <i>Stamer</i>	Q. Stark II (repeat) <i>Glaser</i>
12:30-1:45 pm	Lunch (on your own)			
1:45-2:45 pm	N. Antitrust (repeat) <i>Cherney</i>	P. Representations and Warranties (repeat) <i>Hayes</i>	R. Tax Issues (repeat) <i>Painter</i>	V. Reimbursement (repeat) <i>Homer</i>
2:55-3:55 pm	T. Due Diligence (repeat) <i>Wieland</i>	U. Tax-Exemption (repeat) <i>Peters</i>	X. Fiduciary Duty and Charitable Trust Law (repeat) <i>Regier</i> <i>Schwartz</i>	Y. Labor and Employment (repeat) <i>Durham</i>

Additional Resources

New Publication

Healthcare Transactions: A Guide to Mergers, Acquisitions and Integration

by Bruce John Shih, Esq.

In-depth analyses and models of the multiple structures of horizontal and vertical integration are thoroughly discussed with coverage including:

- definitions
- structures
- beginning goals
- application processes
- legal and business issues (including securities, antikickback and Stark, reimbursement, antitrust, employee licensing, and accreditation)
- final action
- numerous checklists, charts, exhibits, and tables to help clients develop their course to successful integration

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ISBN 0-918945-20-4

Members \$80/Non-Members \$100

Order # WB98-0003

Fax-on-Request Document # 1440

Available October 30, 1998

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Health Payors: State Licensure, ERISA and Managed Care Managed Care Contracting

December 2, 1998

1:00 pm – 3:00 pm Eastern

Code AHL4277-0

Health Systems and IDSs: Organization, Governance and Models

February 2, 1999

1:00 pm – 2:30 pm Eastern

Code AHL4278-0

Antitrust

February 17, 1999

1:00 pm – 3:00 pm Eastern

Code AHL4279-0

Medicare, Medicaid and Reimbursement Issues for Ancillary Services

March 15, 1999

1:00 pm – 3:00 pm Eastern

Code AHL4280-0

Physicians and Physician Networks: Contracts and Models Hospital Medical Staff and Managed Care Provider Panels: Organization and Credentialing

April 9, 1999

1:00 pm – 3:00 pm Eastern

Code AHL4281-0

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To register

Call KRM Information Services, Inc. at 800/775-7654. Be sure to indicate that you are registering for the American Health Lawyers Association telephone seminar and provide the applicable code. Please have your credit

Program Agenda

G. Non-profit to Non-profit Deals (repeat)

H. Managing the Transaction (repeat)

4:20 – 5:20 pm

K. Legal Opinions (not repeated)

Karen S. Rieger

- Types of legal opinions typically used and/or required in transactions, including coverage of such necessary components as:

- Law addressed by opinion
- Scope of inquiry
- Reliance on other sources
- Acceptable assumptions
- Unwarranted reliance
- Opinion giver's actual knowledge
- Reasonable reliance by opinion recipient
- Relationship with other counsel
- Scope and necessity of updating
- Specific qualifications
- Exculpatory language
- Use of the ABA Accord

- Features of definitive agreement related to legal opinion
- Checklist of danger points

L. ERISA

Cynthia Marcotte Stamer

- Before the transaction: conducting related due diligence regarding employee benefit and human resources
- Tips and suggestions for handling employee benefit and human resource concerns that affect the ability to structure the transaction
- The post-closing human resource and employee benefit process

M. Fraud and Abuse and Government Investigations

William H. Maruca

- Overview of new developments affecting transaction structuring
- Detecting and resolving fraud and abuse issues in establishing physician relationships
- Performing fraud and abuse due diligence reviews

N. Antitrust

James A. Cherney

- Recent developments, including analysis of Poplar Bluff
- Antitrust risks in joint operating agreements
- Dealing with the Government on merger and acquisition issues
- Analyzing physician mergers
- Review of antitrust joint venture and network issues

5:20 – 6:45 pm

Reception

(spouses and guests welcome)

Friday, November 20, 1998

7:00 am – 3:55 pm

Registration and Information

7:00 – 8:00 am

Buffet Breakfast

(spouses and guests welcome)

E. For-Profit and Non-Profit Deals

J. Vaughan Curtis

Lawrence U. McGee

- Special consideration when acquiring assets from public companies
- Role of investment bankers
- Structural considerations
- Key tax-exemption issues
- A General Counsel's perspective

F. Physician Group Deals

Richard G. Cowart

- The new PMC models – special facilities, affiliations and gainsharing
- Restructuring physician group/PPMC relationships
- Physician renewals and restructuring in IDSs
- Physician equity in PSOs and other managed care organizations

G. Non-profit to Non-profit Deals

Mark B. Ganz

Susan S. Makos

- Alternative legal structures and types of deals
- The "currency" in non-profit transactions
- Regulatory issues and considerations
- Operational issues in the post-transaction transition period

H. Managing the Transaction

Jeffrey W. Rogers

Howard T. Wall, III

- Defining the role of in-house and outside counsel in transactions
- Assembling the right team to negotiate and close transactions

proposal, term sheets, letters of intent, confidentiality covenants

- Managing the due diligence process to avoid mounds of useless paper
- Negotiating transaction documents that actually reflect the deal
- Closing the deal without playing the "blame game"

12:25 – 1:45 pm

Lunch (on your own)

1:45 – 2:45 pm

J. Confidentiality Agreements and Letters of Intent

Robert L. Roth

- Letters of intent, including how to address and resolve material terms of a transaction without getting bogged down in details better left to definitive agreements
- Confidentiality agreements, including the effect of the abandonment of the transaction
- Covenants not to compete, including when these become unreasonable
- Indemnification provisions, from the perspective of both the purchaser and the seller

B. Workouts (repeat)

C. General Joint Venture Planning (repeat)

D. Complex Corporate Transactions (repeat)

2:55 – 4:10 pm (extended sessions)

E. For-profit and Non-profit Deals (repeat)

F. Physician Group Deals (repeat)

November 19-20, 1998

Complete and send to:

Hyatt Regency San Francisco

5 Embarcadero Center

San Francisco, CA 94111

Attention: Reservations Department

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Reservations Fax: 415/291-6538

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Dates: November 19-20, 1998

Place: Hyatt Regency San Francisco
5 Embarcadero Center
San Francisco, CA 94111
Phone: 415/788-1234
Fax: 415/398-2567

Registration Fees:

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\$615 For the first *Health Lawyers* Member
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Membership: Attorney dues are \$100 for those admitted to the Bar within the last four years; \$205 for those admitted more than four but less than ten years ago; and \$220 for those admitted ten or more years ago. Dues are \$220 for health professionals; \$100 for government employees and full-time academicians; \$55 for full-time law school students. Include the applicable membership fee with your registration form and take advantage of the program registration fee for members!

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Program Agenda

Thursday, November 19, 1998

7:00 am – 5:20 pm

Registration and Information

7:00-8:00 am

Continental Breakfast

GENERAL SESSION

8:30 – 8:45 am

Welcome

Marilou M. King
Executive Vice President

Paul R. DeMuro
Program Co-Chair

8:45 – 9:30 am

Keynote Address

David Burik
President, Tiber Group, Inc.

CONCURRENT SESSIONS

10:00 – 11:00 am

A. Basic Mergers and Acquisitions

(not repeated)

William W. Horton

- Transaction structures: stock purchases, asset purchases and mergers
- Drafting and negotiating the acquisition agreement: buyer's and seller's perspectives
- Sample contract language and commentary
- Special considerations: public companies, non-profits and "troubled companies"

B. Workouts

Michael W. Peregrine

- Overview of applicable transactions (managed care entities, MSOs, physicians organizations, etc.)
- Structural options – reorganization, bankruptcy, liquidation, dissolution, others
- Applicable legal issues – tax, securities, fraud and abuse, Stark, others
- Special role of Boards in evaluating and negotiating workout options
- Observations on the workout process and necessary participants

C. General Joint Venture Planning

Isabelle B. Greene

- Practical tips on managing process, people and politics
- Sample contract language and commentary
- Issues checklists
- Compliance issues
- Special issues for tax-exempt organizations

D. Complex Corporate Transactions

Paul R. DeMuro

- Initial considerations and steps
- Transactional structure issues
- Drafting and negotiating the agreements
- Special issues, such as SEC, antitrust and other regulatory issues
- Special considerations in acquisition of a division, PPM, UC-backed enterprise
- Coordination of work and players in the transaction

Benefits of Attending

- Hear speakers provide practical guidance on addressing legal issues arising from complex business transactions
- Learn the application of the mainstream legal issues in the healthcare business transaction context
- Network with colleagues from across the country who are responsible for structuring transactions
- Attend sessions on various forms of transactions such as:
 - Physician Group Deals
 - Workouts
 - Non-Profit to Non-Profit
 - Complex Corporate Transactions
- Attend session on legal issues impacting deals, such as:
 - Fraud and Abuse
 - ERISA
 - Antitrust
 - Reimbursement

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The mission of the American Health Lawyers Association is to provide a forum for interaction and information exchange to enable its lawyer members to serve their clients more effectively; to produce the highest quality non-partisan educational programs, products and services concerning health law issues; and to serve as a public resource on selected healthcare legal issues.

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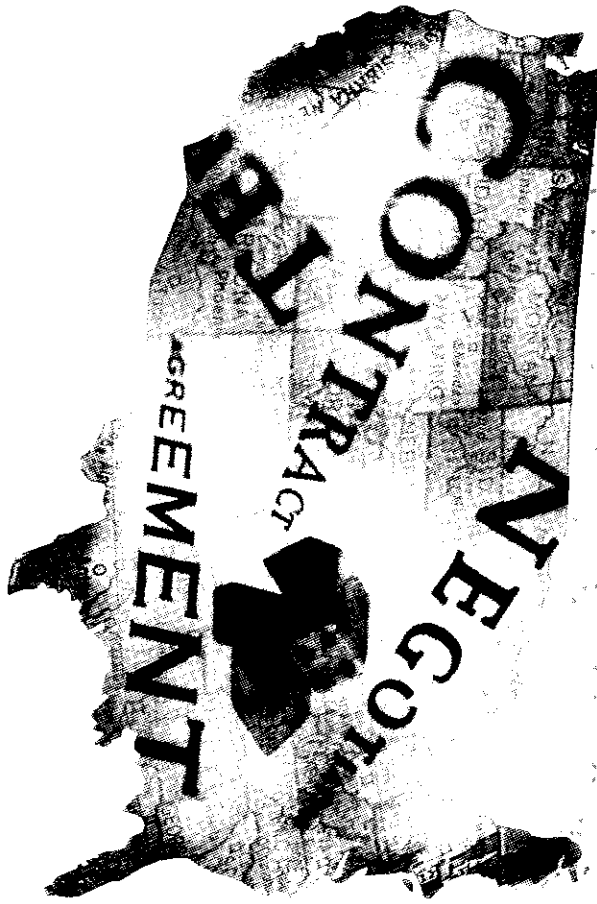
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