



# Healthcare DEAL MAKING SUMMIT

Pre-Summit  
Workshop

September 21-22, 2009 | Loews Vanderbilt Hotel | Nashville, TN

## Crafting the Deal in Healthcare M&A

September 21, 2009 • 8:25 am – 11:45 am

### —Workshop Agenda—

7:30 – 8:25      *Registration and Continental Breakfast*

8:25 – 8:30      Welcoming and Opening Remarks by Workshop Chair

8:30 – 9:15      **Merger & Acquisition Strategies**

- Formulating strategies prior to deal execution
- Identifying and targeting the right deal
- Understanding internal limitations that may complicate a deal
- Laying the groundwork to pave the way to a smooth deal

Presenter:

**Mark Francis**, *Managing Director, Co-Head of the Healthcare Group*,  
HOULIHAN LOKEY

9:15 – 10:00      **Deal Execution from a Legal Perspective**

- Implications of the legal and tax structure of the transaction on the nature and amount of due diligence required
- Regulatory and contractual approvals required to complete the transaction
- Discussion of legal, tax and financial due diligence issues typically found in Healthcare deals

Presenters:

**George W. Bishop III**, *Partner*, Waller Lansden Dortch & Davis, LLP  
**Brian R. Browder**, *Partner*, Waller Lansden Dortch & Davis, LLP

10:00 – 10:15      *Refreshment Break*

10:15 – 11:00      **Accounting & Tax issues in Deal Execution**

- Discuss the execution of an effective buy-side transaction diligence process, including M&A fallacies and why they are sometimes true
- In depth discussion of financial and tax diligence issues typically found in health care deals
- Implications of the tax structure of a transaction on the nature and amount of due diligence required
- How do the results of accounting and tax diligence impact the model/valuation of the transaction?

Presenters:

**Phil Pfrang**, *National Healthcare and Life Sciences Industry Leader,*  
*Partner, M&A Transaction Services, DELOITTE & TOUCHE LLP*

**Kyle Woitel**, *Partner, M&A Transaction Services, DELOITTE TAX LLP*

11:00 – 11:45 **Operations Integration & Optimization**

- The Principal Challenge
- Best Practice Themes
  - Create a results-focused integration roadmap and toolset
  - Appropriately control the integration
  - Drive synergy identification and value capture
  - Plan and execute an issues free day 1
  - Clearly define an end-state vision
  - Address workforce transition
- Common Merger Integration Challenges

Presenter:

**Jim Kissel**, *Partner, M&A Consultative Services, DELOITTE & TOUCHE LLP*

Workshop Concludes — Main Summit begins at 1:15