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HEALTHCARE TRANSACTIONS: HOW TO ENSURE COMPLIANCE AND SUCCESSFULLY COMPLETE THE DEAL!

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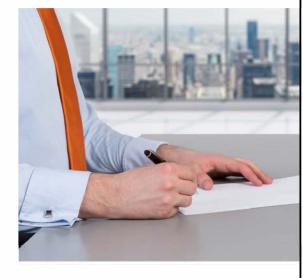
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Anatomy of a Deal

Negotiation and Letter of Intent

- · Purchase price
- · Payment terms
- Payment forms (cash, stocks, notes, other securities)
- Seller financing
- Contingencies
- Net Working Capital
- Employment agreements
- Exclusivity periods
- · Assets, liabilities, and/or shares to be acquired
- Anticipated closing date



Anatomy of a Deal



- Quality of Earnings (Financial Due Diligence)
 - A QoE is a prediction of future earnings and cash flows
 - Buyers must understand historical revenues, trends and assumptions used in forecasts
 - Other areas that are examined include quality of the assets, net working capital, accounting policies, debt and debt-like items, proof of cash and revenue, financial controls and reporting, quality of the supply chain, and adequacy of the management team

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Jue Diligence

Anatomy of a Deal

- Due Diligence
 - Legal
 - Human Resources
 - Compliance
 - IT
 - Operations
 - Insurance

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Anatomy of a Deal

Negotiations and Closing

- Purchase Agreement
- Disclosure Schedules
- Assignment of Contracts
- Assignment of Leases
- Employment/Consulting Agreements





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First appeared as part of the conference materials for the 35th Annual Health Law Conference session "Healthcare Transactions: How to Ensure Compliance and Successfully Complete the Deal!"