

QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014



Contents

Market Overview	2
Notable Industry Developments	3
Selected M&A Transactions	
by Sector	4
Valuation Metrics by Sector	16

About SOLIC

SOLIC Capital Advisors, LLC ("SCA") is a leading specialty investment bank providing merger & acquisition, restructuring, capital placement and valuation advisory services to companies, lenders, institutional investors, the legal community and other creditor constituencies. SCA is part of the SOLIC platform that includes: financial advisory, principal investing, and asset management services.

April, 2014

Merger and acquisition volume in the healthcare industry totaled 232 transactions for Q1 2014 across 13 sectors. The combined spending on these deals stands at \$49.6 billion. Compared with the first quarter of 2013, the number of deals rose by 9%, and the spending volume exceeds the Q1 2013 spending total by 217%, according to preliminary figures from Irving Levin Associates, Inc. Excluding the \$25 billion bid by Actavis plc (NYSE: ACT) for Forest Laboratories (NYSE: FRX) announced in February, the Q1 2014 deal volume total would be \$24.6 billion, a still robust 54% increase compared with Q1 2013.

Notably during Q1 2014, Community Health Systems (NYSE: CYH) finally closed its \$7.6 billion acquisition of Health Management Associates (NYSE: HMA) in January, after it agreed to divest hospitals in two states to satisfy antitrust concerns. When the deal closed, Community Health Systems became the largest hospital chain in the country (by hospital count) with over 270 hospitals.

The healthcare M&A market in 2014 is projected to accelerate as strategic acquirers become increasingly aggressive in a pursuit of new sources of growth and active capital markets appear to be welcoming a new wave of high growth companies. Corporate buyers and industry-focused private equity firms are actively pursuing both platform and accretive acquisitions as evidenced by strategic transactions and private equity portfolio exits, such as the \$4.4 billion sale of Multiplan, Inc. by private equity sponsors Silver Lake and BC Partners to Starr Investment Holdings and Partners Group.

At the sector level, healthcare IT M&A transactions, in particular, are projected to be active in 2014 with the pending implementation of ICD-10, a next-generation coding system. Ultimately, failure to comply could cause missed payments for healthcare providers. With revenue on the line, the companies that serve this area are getting more attention from strategic and private equity buyers. Complying with the Meaningful Use Stage 2 regulations, which require more extensive data-sharing, will also contribute to increased transactions given the deadline on the horizon in a few years.

We welcome your comments and hope you find our SOLIConnect report informative.

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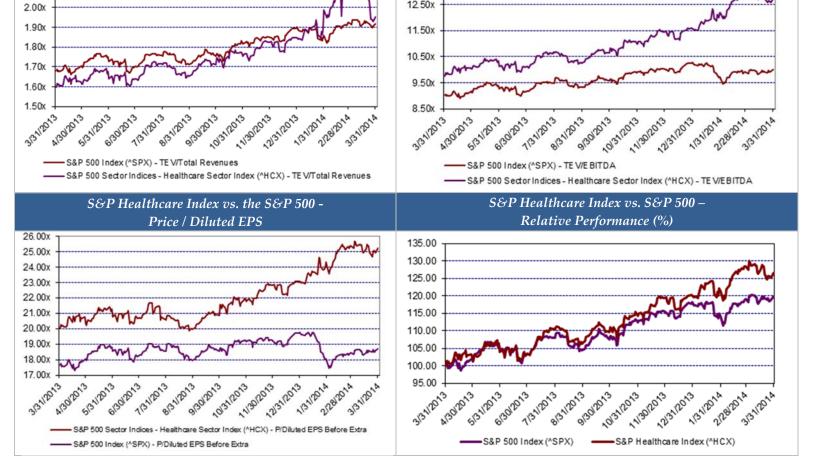
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13.50x

12.50x

S&P Healthcare Index vs. the S&P 500 -Total Enterprise Value / Revenue

Enterprise Value to Revenue

2.9x

1.6x

Services Distributors

Diagnostic Healthcare Healthcare Healthcare

Equip. &

Supplies

4.2

1 7x

LT Care /

Senior

Livina

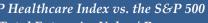
Hospital

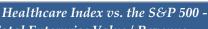
Providers

0.6x

Managed

Care





IT



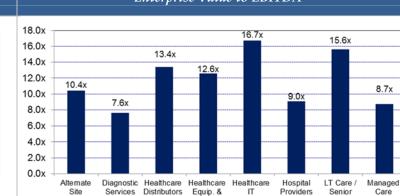
S&P Healthcare Index vs. the S&P 500 -

Total Enterprise Value / EBITDA

Enterprise Value to EBITDA

Healthcare Services

QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014



Healthcare Services: Market Overview



4.5x

4.0x

3.5x

3.0x

2.5x

2.0x

1.5x

1.0x

0.5x

0.0x

2.20x

2.10x

1.5x

Alternate

Site

1.5x



QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014

Healthcare Services: Notable Industry Developments

Date	Industry Development
3/12/2014	According to a Moody's report, the "Two-Midnight Rule" will reduce revenue for most hospitals. Effective October 2013, acute care hospitals classify most hospital visits under 48 hours as outpatient cases. Previously, inpatient status was largely determined by medical necessity. It is expected that the rule change will weaken hospital operating profitability in calendar year 2014 because it will lower Medicare reimbursement for such cases. Key observations include: i) reimbursement difference between inpatient and outpatient cases, as the rule could cause revenue reduction averaging \$3,000 to \$4,000 per case; ii) hospitals with short lengths of stay and less complex cases, such as smaller community hospitals, will be most affected; iii) profitability will suffer as the high fixed costs of inpatient care are spread over a smaller base of inpatients; iv) many small hospitals lack adequate staff to adapt to the new rule; and v) the rule could reduce recovery auditor contractor (RAC) reviews of hospital admissions practices, offering some financial relief.
2/20/2014	In February, the White House announced a further delay of the employer mandate provision of the Patient Protection and Affordable Care Act (ACA) for medium-size employers. The deferment of the employer mandate is a credit negative for not-for-profit hospitals because it postpones increased coverage of previously uninsured patients and a subsequent reduction of hospitals' bad debt and charity care – the primary benefit of the ACA. The employer mandate is vital to hospitals because it offsets the costs of the ACA, which include agreed-upon cuts to Medicare Disproportionate Share monies (DSH) and existing rate cuts that are hardwired in the annual Medicare updates. According to CMS, hospitals are facing more than \$300 billion in reductions to Medicare payments through 2019 as a result of healthcare reform. This loss of revenue is meant to be balanced by the reduction in uninsured patients. The delay in the employer mandate causes a timing mismatch between the benefit of fewer uninsured patients and the negative impact hospitals face related to reduced payment updates and cuts to Medicare and Medicaid DSH.
2/12/2014	Moody's outlook for U.S. for-profit hospitals changed to positive from stable. The change reflects the following: i) the expectation that aggregate same-facility EBITDA growth will approach 7% over the next 12 to 18 months; ii) the ACA will lower for-profit hospitals' bad debt expense as the uninsured population declines due to the expansion of coverage ACA; iii) prior-year comparisons will improve given the significant decline in performance by some for-profit hospitals, especially with respect to volumes, in 2013, and the anniversary of the 2% cut in Medicare reimbursement from sequestration in April 2014; and iv) the large recent combinations of for-profit hospital operators (in January 2014, Community Health Systems Inc. completed the acquisition of Health Management Associates, while Tenet Healthcare Corp. completed its acquisition of Vanguard Health Systems in October 2013) will modestly benefit aggregate EBITDA growth in 2014.
1/14/2014	Academic Medical Center (AMC) hospitals typically have stronger credit profiles than community and other teaching hospitals, according to a recent Moody's report. Their tripartite missions of clinical, research and teaching activity, as well as their strategic partnerships with top research universities, provide AMC hospitals with distinct credit strengths that differentiate them from other not-for-profit (NFP) hospitals. Further, AMC hospitals that are owned by universities often receive tangible and intangible benefits from their parent universities. Despite these strengths, AMC hospitals are not immune to the credit risks facing the healthcare industry and some of their financial metrics are weaker than those of the entire NFP hospital sector. Positive credit factors that distinguish AMC hospitals include strategic and financial ties to prestigious research universities with top tier medical schools; and growing restricted investments and endowments. Negative credit factors challenging AMC hospitals include weaker operating cash flow margins, as the research and education lines of business often require financial subsidy, negative pressure on graduate medical education funding and federally sponsored research; a challenging payor mix, with a high median Medicaid exposure (18% for adult AMC hospitals compared to a median 13% for all NFP hospitals in FY 2012); and ongoing financial support of associated medical schools with annual transfers facing upward pressure as universities address their own slowed revenue growth.
1/07/2014	According to a recent Moody's report, two key provisions of the ACA will have significant implications for health insurers: i) the beginning of coverage for individuals obtaining insurance through the healthcare exchanges, and ii) an \$8 billion industry assessment. Regarding the insurance exchanges, it will be important to get a read on not only the number enrolled at the end of the open enrollment period in March, but also their demographics. An older, less healthy population would imply not only higher medical costs and downward earnings pressure in 2014, but also upward pressure for premiums in 2015. Neither outcome bodes well for a vibrant exchange going forward. Both WellPoint Inc. and Health Net Inc., having participated fairly aggressively on the exchanges, are more exposed to a potential adverse earnings development.



QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014

Healthcare Services: Selected M&A Transactions

Alternate Site					
Transaction Date	Target	Buyer	Enterprise Value (\$ in millions)	Enterprise Value / Revenue	Enterprise Value / EBITDA
3/11/2014	Three Primary Care Clinics	Apollo Medical Holdings, Inc. (OTCPK:AMEH)	\$-	-	

Apollo Medical Holdings, Inc. completed the acquisition of three primary care clinics which provide primary care, pediatric services, lab, and imaging services in Los Angeles. Terms of the transaction were not disclosed.

3/4/2014 Piedmont MEDNAX, Inc. (NYSE:MD) \$- - -

MEDNAX, Inc. completed the acquisition of North Carolina-based Piedmont Neonatology, PC. Terms of the transaction were not disclosed. Piedmont Neonatology consists of six neonatologists who provide a wide spectrum of services including neonatal intensive care; delivery room; and maternal, newborn nursery and emergency department consults at Cone Health Women's Hospital in Greensboro, North Carolina.

2/13/2014	LCA-Vision, Inc. (NasdaqGS:LCAV)	PhotoMedex, Inc. (NasdaqGS:PHMD)	\$106	0.8x	-
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PhotoMedex, Inc. entered into a definitive agreement to acquire LCA-Vision Inc. LCA-Vision operates 52 LasikPlus laser vision correction centers and 10 pre- and post-operative satellite centers.

2/11/2014 National Dentex Corporation \$- - -

National Dentex Corporation, an operator of dental laboratories that serve 40,000 dental clinicians with a full range of custom-made dental prosthetic appliances, acquired nSequence Center for Advanced Dentistry, a full service digital and conventional dental laboratory that specializes in CT-guided surgery and prosthetics. National Dentex benefits from the addition of broad surgical and prosthetic guidance capability, and also a proprietary surgery planning system that has been cleared by the Food and Drug Administration.



Diagnostic Services					
Transaction Date	Target	Buyer	Enterprise Value (\$ in millions)	Enterprise Value / Revenue	Enterprise Value / EBITDA
3/11/2014	Summit Health	Quest Diagnostics (NYSE: DGX)	\$-	-	-

Quest Diagnostics entered into a definitive purchase agreement to acquire Summit Health. Terms of the transaction were not disclosed. Summit Health is a leading provider of on-site prevention and wellness programs primarily for employers. Summit Health's services complement the health and wellness business of Quest Diagnostics, which includes the company's Blueprint for Wellness® health assessment services for employers and individuals.

3/7/2014	Skiff Medical Center, Laboratory Business	Health Enterprises Medical Laboratory, LLC	\$-	-	-
	Eaboratory Dusiness				

Health Enterprises Medical Laboratory, LLC completed the acquisition of the laboratory business of Skiff Medical Center. Iowabased Skiff Medical Center provides diagnostic information and test results for health screening and monitoring purposes. Terms of the transaction were not disclosed.

1/28/2014	Laboratory Partners Inc., Talon Division	Laboratory Corp. of America Holdings (NYSE:LH)	\$11	-	-
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Laboratory Corp. of America Holdings completed the acquisition of the Talon Division from Laboratory Partners, Inc. Laboratory Partners, Inc. provides medical laboratory services for the long term care industry and independent physician practices. The company offers clinical laboratory and chart auditing services; physician services that include specimen collection and resulting; and lab testing services.

1/22/2014Solstas Lab Partners GroupQuest Diagnostics (NYSE: DGX)	\$570	-	-
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Quest Diagnostics completed the acquisition of Solstas Lab Partners Group, LLC from Welsh, Carson, Anderson & Stowe. Solstas Lab Partners is a full-service commercial lab company. It operates in nine southeastern states and will bolster Quest's presence in that part of the country.

1/16/2014	Ortho-Clinical Diagnostics, Inc.	Carlyle Group LP (NasdagGS:CG)	\$4,150	2.2x	-
	- J	(

The Carlyle Group LP entered into a binding offer to acquire Johnson & Johnson's Ortho-Clinical Diagnostics business, a global provider of solutions for screening, diagnosing, monitoring and confirming diseases. The Carlyle Group expects to benefit from the demand for sophisticated medical diagnostic products and services worldwide.



QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014

Healthcare Distributors						
Transaction Date	Target	Buyer	Enterprise Value (\$ in millions)	Enterprise Value / Revenue	Enterprise Value / EBITDA	
3/17/2014	Town and Country Medical, Inc.	Therapy Support, Inc.	\$-	-	-	
		sition of Town & Country Medical, I n care facilities. Terms of the trans			ment and	
2/19/2014	Reliable Medical, Inc.	Dynamic Healthcare Services, Inc.	\$-	-	-	
Dynamic Healthcare Services, Inc. completed the acquisition of Reliable Home Medical Equipment, Inc., a supplier of medical equipment to residents in New Jersey. Terms of the transaction were not disclosed.						
	Professional Hospital					
1/31/2014	Supply, Inc.	Medline Industries, Inc.	\$-	-	-	

Medline Industries, Inc. completed the acquisition of Professional Hospital Supply, Inc. Professional Hospital Supply, Inc. offers bulk and just-in-time stockless delivery programs, as well as custom procedure trays and integrated packaging systems. Terms of the transaction were not disclosed.

Healthcare Equipment & Supplies						
Transaction Date	Target	Buyer	Enterprise Value (\$ in millions)	Enterprise Value / Revenue	Enterprise Value / EBITDA	
3/14/2014	Telerhythmics, LLC	Digirad Imaging Solutions, Inc.	\$3	0.7x	-	

Digirad Imaging Solutions, Inc. completed the acquisition of membership interests of Telerythmics, LLC. Telerhythmics provides 24hour cardiac event monitoring on an outsourced basis to hospitals and physicians' offices. Digirad makes and markets solid-state digital gamma ray cameras to healthcare providers.

Stryker Corporation entered into a definitive agreement to acquire Berchtold. With facilities in Germany and the U.S., Berchtold sells surgical infrastructure equipment such as surgical tables, equipment booms and lighting systems for operating rooms and ICUs. The acquisition is expected to be neutral to Stryker's 2014 earnings per share.



Transaction		Enterprise	Enterprise	Enterprise	
Date	Target	Buyer	Value (\$ in millions)	Value / Revenue	Value / EBITDA
2/3/2014	Lake Region Medical, Inc.	Accellent, Inc.	\$315	-	- EDITDA
Accellent, Inc. devices and co		a majority stake in Lake Region N	ledical, Inc., a develope	r and manufactu	rer of medical
2/3/2014	ArthroCare Corp. (NasdaqGS:ARTC)	Smith & Nephew, Inc.	\$1,700	4.0x	17.8x
manufactures	surgical devices, instruments	ve agreement to acquire ArthroCa and implants. Sports medicine a spine, gynecology, urology and w	nd ear, nose and throat		
		Wright Medical Group Inc.			
1/30/2014	Solana Surgical, LLC	(NasdaqGS:WMGI)	\$90	-	-
Wright Medica	I Group, Inc. acquired Solana		npany and a leader in st		
Wright Medica kits. The acqu	I Group, Inc. acquired Solana	(NasdaqGS:WMGI)	npany and a leader in st		
Wright Medica kits. The acqu force. 1/30/2014 Wright Medica	I Group, Inc. acquired Solana isition leverages Wright's ow OrthoPro, LLC	(NasdaqGS:WMGI) a Surgical, a global orthopedic cor n foot and ankle product lines and Wright Medical Group Inc.	npany and a leader in st l accelerates growth opp \$36	oortunities for its	direct sales



QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014

Healthcare IT						
Transaction Date	Target	Buyer	Enterprise Value (\$ in millions)	Enterprise Value / Revenue	Enterprise Value / EBITDA	
3/3/2014	Transition Assist, LLC	Mercer, LLC	\$-	-	-	

Mercer entered into a definitive agreement to acquire Transition Assist, a subsidiary of Marsh & McLennan Companies (NYSE: MMC), for an undisclosed price. Transition Assist is a health information exchange that specializes in helping retirees in employersponsored plans select Medicare supplemental health insurance. It will become part of the full suite of Mercer Marketplace solutions and gives Mercer access to individual retirees who are not eligible for an employer-sponsored plan.

2/24/2014 PeopleLYNK Greenway Medical Technologies, Inc.	\$-	-	-
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Greenway Medical Technologies, Inc. completed the acquisition of PeopleLYNK, a provider of patient engagement solutions for healthcare providers to work with patients via text messages, email or voice calls. This transaction is a natural fit with Greenway's PrimeSUITE integrated practice management and EHR business, as it automates patient interactions such as reminders, lab results, prescription notifications, and clinical alerts. Financial terms of the transaction were not disclosed.

2/19/2014 Audax Health Solutions, Inc. Optum	\$-	-	-	
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Optum, part of the UnitedHealth Group (NYSE: UNH), completed the acquisition of majority stake in Audax Health Solutions Inc. Financial terms of the transaction were not disclosed, but industry speculation is estimating an amount between \$100 million and more than \$400 million. Audax offers clinical and plan-based benefit management information solutions and owns and operates a healthcare community through its platform, Careverge.

1/9/2014	HealthTronics, Inc.	Altaris Capital Partners, LLC	\$140	-	-
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Altaris Capital Partners, LLC completed the acquisition of HealthTronics, Inc. HealthTronics is a specialty healthcare company that provides urological products and services, including advanced health record systems, billing and revenue management services.



Hospital Providers						
Transaction Date	Target	Buyer	Enterprise Value	Enterprise Value /	Enterprise Value /	
Dute			(\$ in millions)	Revenue	EBITDA	
3/28/2014	Community Medical Center, Inc.	Billings Clinic; RegionalCare Hospital Partners, Inc.	\$-	-	-	
parties have sp maintain charit	pent more than a year working y care, current services and	Partners, Inc. agreed to acquire the ng to form a partnership. Under the the physician residency program. nancial terms were not disclosed.	e merger, multiyear cor	mmitments are in	place to	
		Beaumont Health				
3/20/2014	Botsford Health Care	System, Oakwood Healthcare, Inc.	\$-	-	-	
billion health co control eight ho	prporation more affordable a popitals, 3,015 beds and abo	System, Oakwood Healthcare Inc. access to capital. If a Beaumont-Oa but 30% of Southeast Michigan's in 5,000 physicians on its hospital me	akwood-Botsford deal opatient days. The new	closes, the new s	ystem would	
3/19/2014	Cypress Pointe Surgical Hospital	Carter Validus Mission Critical REIT, Inc.	\$25	-	-	
surgical specia		completed the acquisition of Louisia lity includes six ICU rooms, six fully vice pharmacy.				
3/17/2014	St. Anthony's Health System	OSF Healthcare System	\$-	-	-	
systems in Illing	ois. The affiliation with OSF	intent to acquire St. Anthony's Heal would give Saint Anthony's and th f the transaction were not disclosed	e surrounding commu			
3/14/2014	Conemaugh Health System, Inc.	DLP Healthcare, LLC	\$-	-	-	
DLP Healthcare, LLC signed a letter of intent to acquire Conemaugh Health System, Inc. in Johnstown, Pennsylvania giving the system its first presence in Pennsylvania. Duke LifePoint, a joint venture between nonprofit Duke University Health System in Durham, N.C., and for-profit LifePoint Hospitals in Brentwood, would contribute more than \$500 million into Conemaugh during the next decade as part of the deal. The acquisition would include all three of Conemaugh's hospitals, as well as its outpatient centers and physician practices. Financial terms of the deal were not disclosed.						
3/13/2014	CDH-Delnor Health System, Inc.	Northwestern Memorial Healthcare (NMHC)	\$-	-	-	
	a letter of intent to acquire II	linois-based CDH-Delnor Health Sy	/stem, Inc. doing busir	less as Cadence	Health. The	



		Hospital Providers (c	cont.)		
Transaction Date	Target	Buyer	Enterprise Value (\$ in millions)	Enterprise Value / Revenue	Enterprise Value / EBITDA
3/6/2014	Yale-New Haven Hospital, Inc.	Tenet Healthcare Corp. (NYSE:THC)	\$-	-	-
Northeast. Und partnerships tog	er terms of the deal, Dallas- gether. Core goals of the pa	New Haven Health System locate based Tenet and Yale New Haven artnership will include enhanced ca nt of value-based contracts with pa	n would remain indepen are coordination in the re	dent, but would egion, clinical int	forge new egration with
3/6/2014	St. Elizabeth Medical Center	Faxton St. Luke's Healthcare	\$-	-	-
formation of Mo organization for	hawk Valley Health System	beth Medical Center, both based in Financial terms of the deal were lizabeth, will be governed by an 1 n boards.	not disclosed. Mohawk	Valley, the new	parent
3/6/2014	Williamson Memorial Hospital	Appalachian Regional Healthcare	\$-	-	
Williamson Men Naples, Florida- close Williamso the initial CON a behavioral healt	norial Hospital located in We based Health Management n Memorial once the acquis application to allow extra tim h facility. In addition, ARH	egional Healthcare (ARH) resubmi est Virginia. ARH initially agreed to Associates in October for \$15 mill ition was complete, which was exp ne for a company to transform Willi has now been working to close the nagement earlier this year. A new	o buy 76-bed Williamson lion. In November, ARH pected to occur in Febru amson Memorial from a e deal with Franklin, Ter	n Memorial from I officials said th ary. However, A in acute-care ho inessee-based (for-profit, ey planned to ARH withdrew spital into a Community
3/4/2014	Wild Rose Community Memorial Hospital	ThedaCare, Inc.	\$-	-	-
ThedaCare will ThedaCare and	install its Epic electronic hea	emorial Hospital and Wisconsin-ba alth record system in Wild Rose Co ner to reduce duplicative care, stre re not disclosed.	ommunity and its four pl	hysician clinics.	In addition,
3/4/2014	Lower Oconee Community Hospital	Charlton Healthcare Corp (CHC)	\$-	-	-
		s due to low volumes and rising ex anagement. CHC bought the 25-t			



		Hospital Providers (c	ont.)		
Transaction Date	Target	Buyer	Enterprise Value (\$ in millions)	Enterprise Value / Revenue	Enterprise Value / EBITDA
3/4/2014	Grandview Medical Center	TriStar Health System, Inc.	\$-	-	-
acquisition of G disclosed. The	nessee -based TriStar Heal randview Medical Center in 70-bed Grandview is now p	th - a division of Nashville, Tenness Jasper, Tennessee, from Capella part of TriStar's Parkridge Health Sy ive facilities in the Chattanooga ma	Healthcare. Terms of the state of the terms of the term in Chattanooga, T	he agreement w	ere not
3/3/2014	Wilson Medical Center	DLP Healthcare, LLC	\$-	-	-
owns 80% of the	e 294-bed hospital, and Wils ments will be made at the h	r located in North Carolina have fin son Medical Center and the commo ospital during the next decade. Wi nt and community members.	unity own 20%. Additior	nally, a minimum	of \$120 millio
3/1/2014	Providence Health & Services	Saint John's Health Center	\$-	-	-
also includes the	e John Wayne Cancer Instit	sponsorship of Saint John's Health tute. The hospital will be Providence at Saint John's. Financial terms o	ce's sixth in the Los Ang	geles area. Prov	
	Mercy Regional Health				
2/28/2014	Center, Inc.	Via Christi Health, Inc.	\$-	-	-
Via Christi Heal a transfer agree MHA have had MHA transferred	Center, Inc. th, Inc. completed the acqui ment between the Memoria a joint 50-50 ownership of M d its ownership of Mercy to	Via Christi Health, Inc. isition of the remaining 50% stake i al Hospital Association (MHA) and V dercy, with Via Christi providing ma Via Christi Health. Via Christi has improvements. Financial terms of	n Kansas-based Mercy /ia Christi Health. Sinc anagement services. U agreed to provide \$15.5	e 1996, Via Chri nder the new ag 5 million in capita	sti and the reement, the
Via Christi Heal a transfer agree MHA have had MHA transferred expansion of ou	Center, Inc. th, Inc. completed the acqui ment between the Memoria a joint 50-50 ownership of M d its ownership of Mercy to	isition of the remaining 50% stake i al Hospital Association (MHA) and V Mercy, with Via Christi providing ma Via Christi Health. Via Christi has	n Kansas-based Mercy /ia Christi Health. Sinc anagement services. U agreed to provide \$15.5	e 1996, Via Chri nder the new ag 5 million in capita	sti and the reement, the
a transfer agree MHA have had MHA transferred expansion of ou 2/28/2014 UHS announced inpatient care at abuse disorders Verde becomes	Center, Inc. th, Inc. completed the acqui ment between the Memoria a joint 50-50 ownership of M d its ownership of Mercy to tpatient services and other Palo Verde Mental Health d that it completed the acqui nd outpatient or partial hosp s, and post-traumatic stress	isition of the remaining 50% stake i al Hospital Association (MHA) and V Mercy, with Via Christi providing ma Via Christi Health. Via Christi has improvements. Financial terms of Universal Health Services Inc. (NYSE:UHS) isition of Palo Verde Behavioral He bitalization care for people with seri disorder. Currently, 48 adult inpation private psychiatric facility and contin	n Kansas-based Mercy Via Christi Health. Sinc anagement services. Un agreed to provide \$15.5 the transaction were no \$- ealth from Tucson Media ous mental illnesses, m ient psychiatric beds are	e 1996, Via Chri nder the new ag 5 million in capita 5 disclosed. - cal Center. Palo ental health and e available. Uno	sti and the reement, the al to fund the - - - - - - - - - - - - - - - - - - -
Via Christi Heal a transfer agree MHA have had MHA transferred expansion of ou 2/28/2014 UHS announced inpatient care at abuse disorders Verde becomes	Center, Inc. th, Inc. completed the acqui ment between the Memoria a joint 50-50 ownership of M d its ownership of Mercy to tpatient services and other Palo Verde Mental Health d that it completed the acquind outpatient or partial hosp s, and post-traumatic stress a free-standing, for-profit, p	isition of the remaining 50% stake i al Hospital Association (MHA) and V Mercy, with Via Christi providing ma Via Christi Health. Via Christi has improvements. Financial terms of Universal Health Services Inc. (NYSE:UHS) isition of Palo Verde Behavioral He bitalization care for people with seri disorder. Currently, 48 adult inpation private psychiatric facility and contin	n Kansas-based Mercy Via Christi Health. Sinc anagement services. Un agreed to provide \$15.5 the transaction were no \$- ealth from Tucson Media ous mental illnesses, m ient psychiatric beds are	e 1996, Via Chri nder the new ag 5 million in capita 5 disclosed. - cal Center. Palo ental health and e available. Uno	sti and the reement, the al to fund the - - - - - - - - - - - - - - - - - - -
Via Christi Heal a transfer agree MHA have had MHA transferred expansion of ou 2/28/2014 UHS announced inpatient care al abuse disorders Verde becomes psychiatric serv 2/20/14 Physicians Rea	Center, Inc. th, Inc. completed the acqui ment between the Memoria a joint 50-50 ownership of M d its ownership of Mercy to tpatient services and other Palo Verde Mental Health d that it completed the acqui nd outpatient or partial hosp s, and post-traumatic stress a free-standing, for-profit, p ices. Terms of the agreeme Foundation Bariatric Real Estate of San Antonio, LLP	isition of the remaining 50% stake i al Hospital Association (MHA) and V Mercy, with Via Christi providing ma Via Christi Health. Via Christi has improvements. Financial terms of Universal Health Services Inc. (NYSE:UHS) isition of Palo Verde Behavioral He bitalization care for people with seri disorder. Currently, 48 adult inpati private psychiatric facility and contin ent were not disclosed.	n Kansas-based Mercy Via Christi Health. Sinc anagement services. Un agreed to provide \$15.5 the transaction were no \$- ealth from Tucson Media ous mental illnesses, m ient psychiatric beds are nues providing inpatient \$19 Foundation Bariatric Re	e 1996, Via Chri nder the new ag 5 million in capita 5 disclosed. - cal Center. Palo e available. Uno t and intensive o - al Estate of San	sti and the reement, the al to fund the - o Verde offers I substance der UHS, Palo utpatient - Antonio to

TPG Capital and Fosun Industrial entered into a definitive merger agreement to acquire Chindex International, Inc. Based in Bethesda, Maryland, Chindex is a healthcare company that provides services in China through the operations of United Family Healthcare, a network of private primary care hospitals and affiliated ambulatory clinics.



QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014

Hospital Providers (cont.)						
Transaction Date	Target	Buyer	Enterprise Value (\$ in millions)	Enterprise Value / Revenue	Enterprise Value / EBITDA	
2/3/2014	Sisters' Community Health Care Center	Heartland Community Health Clinic	-	-	-	

Illinois-based Heartland Community Health Clinic took over Sisters' Community Health Care Center of OSF Saint Francis Medical Center (also in Illinois), solidifying its place as a major primary care provider. The merger is a three-way collaboration between St. Francis, Heartland and the University of Illinois College of Medicine at Peoria. Financial terms of the transaction were not disclosed.

Atlantic Health System, Inc. agreed to acquire Hackettstown Regional Medical Center, a provider of medical care services to patients in New Jersey and Pennsylvania.

1/27/2014	Health Management Associates Inc.	Community Health Systems, Inc. (NYSE:CYH)	\$7,630	1.3x	8.7x
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CYH closed its \$7.6 billion acquisition of HMA after it agreed to divest hospitals in two states to satisfy antitrust concerns. The facilities are the 250-bed Riverview Regional Medical Center in Gadsden, Alabama and the 116-bed Carolina Pines Regional Medical Center in Hartsville, South Carolina. CYH is now the largest hospital chain in the country, by hospital count.

1/13/2014	Memorial Health System of East Texas	Catholic Health Initiatives	\$-	-	-
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Catholic Health Initiatives signed a letter of intent to acquire Memorial Health System of East Texas, an operator of not-for-profit hospitals in Lufkin, Livingston, and San Augustine Texas. Financial terms of the transaction were not disclosed.



	Long-Term Care								
Transaction Date	Target	Buyer	Enterprise Value (\$ in millions)	Enterprise Value / Revenue	Enterprise Value / EBITDA				
3/31/2014	Four Senior Care Properties	National Health Investors Inc. (NYSE:NHI)	\$42	-	-				

National Health Investors Inc. signed a sale-leaseback arrangement to acquire one assisted living community in Idaho with 105 units and three skilled nursing facilities in Oregon with 196 beds from Prestige Care, Inc.

	Conservatory Senior	Kayne Anderson Real Estate	* ~~~		
3/31/2014	Living	(KAREA)	\$290	-	-

In conjunction with Discovery Management Group, a team focused on the development, marketing and management of resort-style senior communities, KAREA acquired 1,053 independent senior living units in Texas. The Conservatory portfolio consists of five independent living communities located in The Woodlands, Spring, Keller, Plano and Austin. Going forward, KAREA's strategy is to continue to assemble institutional-grade assets through strategic acquisitions and/or developments. KAREA anticipates owning a portfolio in excess of 3,600 units, representing approximately \$850 million of transaction value, by year-end 2014.

3/17/2014	80 Senior Care Facilities	Formation Capital, LLC & Eclipse Health Holdings, LLC	\$1,050	-	-
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Formation Capital and Eclipse Health Holdings entered into a definitive agreement to acquire a healthcare real estate portfolio comprising over 8,500 beds across 43 primarily private pay senior housing facilities and 37 skilled nursing facilities in 14 different states, with about 35% located in Florida.

2/28/2014	Two Cali Living C		Americ LLC	an Real	ty Ca	pital,		\$105	-		-	
	 <u> </u>									~	 	

American Realty Capital purchased two senior living properties from MBK Senior Living. The two properties are Casa de Santa Fe in Rocklin, California and Summerhill Villa in Santa Clarita, California, and are 98.7% and 98.4% occupied, respectively. Casa de Santa Fe in Rocklin has 71 independent living units, 64 assisted living units and 24 memory care units. Summerhill Villa in Santa Clarita has 96 assisted living units and 38 memory care units. Both were built in 2001.

2/25/2014	Restora Healthcare Company, LLC	Buyer Consortium	\$5	-	-
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HealthCap Partners, LLC, Healthcare Finance Group, LLC, American Realty Capital LLC, AcuityHealthcare, LP, and Tutera & Co. entered into an asset purchase agreement to acquire substantially all assets of bankrupt Restora Healthcare Company, LLC for \$5 million. The buyers will serve as the stalking horse bidder and will also assume liabilities and obligations under the Prepetition Loan Facility and DIP Facility and be responsible for payment of Cure Costs of up to \$0.45 million. Restora owns two long-term acute care hospitals in Mesa, Arizona, and Sun City, Arizona, each with 120 beds.

Brookdale Senior Living signed a definitive merger agreement to acquire Emeritus Corp. Emeritus is the second largest seniors housing provider in the U.S. and the largest assisted living provider. It has 512 communities with 46,170 units, of which 186 are owned, 311 are leased and 15 are managed for third parties.

2/18/2014	Nye Senior Services, LLC	Sabra Health Care REIT, Inc. (NasdaqGS:SBRA)	\$90	-	-	
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Sabra Health Care completed the acquisition of six senior housing campuses near Omaha, Nebraska from Nye Senior Services, LLC. The six senior housing campuses have a total of 673 beds/units, covering the spectrum of care (292 skilled nursing beds, 213 independent living units and 168 assisted living units). All six facilities are located within approximately 100 miles of Omaha, Nebraska.



	Long-Term Care (cont.)								
Transaction Date	Target	Buyer	Enterprise Value (\$ in millions)	Enterprise Value / Revenue	Enterprise Value / EBITDA				
2/11/2014	Sunrise Senior Living, LLC	Health Care REIT, Inc. (NYSE:HCN); Revera, Inc.	\$300	-	-				

Health Care REIT and Revera entered into a definitive agreement to acquire an 80% stake of Sunrise Senior Living, LLC. Sunrise manages 290 senior living communities with 26,400 units in the U.S., Canada and the U.K.

LHC Group Inc., a national provider of home health, hospice and comprehensive post-acute healthcare services, signed a definitive stock purchase agreement with BioScrip®, Inc. (NASDAQ: BIOS) to purchase two of its operating subsidiaries, doing business as Deaconess HomeCare and Elk Valley Health Services. The combined service area of Deaconess HomeCare and Elk Valley Health Services, collectively one of the nation's largest home health providers, includes 121 counties for home health, 30 counties for hospice and 95 counties for community-based services in the states of Mississippi, Tennessee, Kentucky, Illinois, and Nebraska. This transaction will add 33 locations in five states, increasing LHC Group's geographical footprint to 342 locations across 27 states. The deal subsequently closed on April 1, 2014.

1/15/2014	Seven Senior Housing	Capital Health Group	\$96	-	
	Communities	eapline meaning enoup	***		

Capital Health Group acquired a regional portfolio of seven senior housing communities. The portfolio was sold by joint ventures composed of private investors and public REITs. The properties comprise 657 units including independent living, assisted living and memory care. Five of the properties are located in the Salt Lake City metro area, with the remaining two properties located in St. George, Utah and Las Vegas, Nevada. The acquisition also includes a 1.4-acre land parcel adjacent to the St. George community, for which there are plans to build a 48-unit memory care building in mid-2014.

1/13/2014	Rosewood Care Center	The Cahill Group	\$250	-	-
As part of an eff	ort by Cahill to build out its	healthcare portfolio, Cahill comple	ted the acquisition of Ro	sewood Care Ce	enter, an
owner and operation	ator of nursing care centers	s with 13 locations in Illinois and on	e location in Missouri.		

 1/6/2014
 North Ridge
 Aviv REIT, Inc. (NYSE:AVIV)
 \$40

Located in Minnesota, North Ridge is a rental Continuing Care Retirement Community that includes 124 independent living units, 73 assisted living units and 351 skilled nursing beds. Occupancy is stable, with the SNF beds averaging above 95% occupancy. Aviv will lease the property to Mission Health in Tampa, Florida.



Managed Care								
Transaction Date	Target	Buyer	Enterprise Value (\$ in millions)	Enterprise Value / Revenue	Enterprise Value / EBITDA			
2/18/2014	Blue Cross of Northeastern Pennsylvania	HighMark, Inc.	\$-	-	-			
The Boards of Directors of Blue Cross of Northeastern Pennsylvania (BCNEPA) and Highmark announced the signing of a definitive agreement to merge. The merger will allow the entities to create greater efficiencies and offer new products and services to meet the changing healthcare needs of their members, customers, providers and the people of northeastern and north central Pennsylvania. Together, BCNEPA and Highmark provide health insurance plans that serve nearly 5 million members in 62 of Pennsylvania's 67 counties, as well as in Delaware and West Virginia. Financial terms of the transaction were not disclosed.								
2/17/2014	MultiPlan, Inc.	Partners Group Holding AG (SWX:PGHN); Starr Investment Holdings, LLC	\$4,400	-	-			
biggest private	equity investments to date.	nd Partners Group Holding AG co MultiPlan, currently owned by priv insurers and has a network of ove	ate equity firms BC Part	ners Ltd and Sil	. in one of the ver Lake, helps			
2/4/2014	Arkansas Managed Care Organization, Inc.	Stratose, Inc.	\$-		-			
the acquisition		containment solutions for medical Organization, the largest independ disclosed.						
1/17/2014	PPOplus, LLC	Stratose, Inc.	\$-	-	-			
insurance carrie		PPOplus, LLC, a Louisiana-based s, self-funded employers and othe						
1/9/2014	Summit Holding Southeast Inc.	American Financial Group Inc. (NYSE:AFG)	\$250	-	-			
Holding Compa million. Based	any Inc. American Financial in Lakeland, Florida, Summ	finitive agreement to acquire Sumr paid \$260 million at closing, and ir it is a provider of workers' compen itten. The deal subsequently close	n addition, made a capita sation solutions in the so	al contribution o	f about \$140			



QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014

Healthcare Services: Valuation Metrics by Sector

						Market Cap	Enterprise Value	Enterprise Value to:		
		Stock	52 - Week		% of 52			LTM	LTM	
icker	Company Name	Price	High	Low	Week High	(\$mm)	(\$mm)	Sales	EBITDA	P/E
Alternate Sit	<u>e</u>									
AMED	Amedisys Inc.	\$14.89	\$18.70	\$8.81	79.6%	\$487.2	\$517.0	0.4x	11.1x	Ν
MSG	AmSurg Corp.	47.08	48.71	31.72	96.7%	1,529.5	2,608.5	2.4x	7.1x	20.
DVA	DaVita HealthCare Partners Inc.	68.85	70.68	52.75	97.4%	14,678.8	23,024.1	2.0x	9.5x	23.
DB:FME	Fresenius Medical Care AG & Co. KGAA	69.91	77.78	64.19	89.9%	21,082.5	29,705.7	2.0x	10.3x	19
GTIV	Gentiva Health Services Inc.	9.12	13.85	8.45	65.8%	335.3	1,421.0	0.8x	10.9x	
IPCM	IPC The Hospitalist Company, Inc.	49.08	63.70	39.06	77.0%	837.4	902.4	1.5x	13.6x	20
							Mean	1.5x	10.4x	21.
Diagnostic S	ervices									
	Alliance Healthcare Services, Inc.	\$33.53	\$35.40	\$7.50	94.7%	\$352.8	\$895.0	2.0x	6.4x	1
BRLI	Bio-Reference Laboratories Inc.	27.68	37.97	23.36	72.9%	767.2	805.3	1.1x	8.7x	19
Н	Laboratory Corp. of America Holdings	98.21	108.00	87.01	90.9%	8,377.3	10,993.1	1.9x	9.0x	15
DGX	Quest Diagnostics Inc.	57.92	64.10	50.46	90.4%	8,355.7	11,559.7	1.6x	7.9x	10
RDNT	RadNet, Inc.	2.84	3.35	1.50	84.8%	116.8	692.3	1.0x	6.3x	
							Mean	1.5x	7.6x	15
lealthcare D	istributors									
ABC	AmerisourceBergen Corporation	\$65.59	\$71.92	\$51.29	91.2%	\$15,033.3	\$16,505.6	0.2x	14.6x	41.
АН	Cardinal Health, Inc.	69.98	74.40	41.65	94.1%	23,995.4	25,188.4	0.3x	9.8x	I
ISIC	Henry Schein, Inc.	119.37	120.72	88.90	98.9%	10,199.0	10,995.9	1.2x	13.5x	24
/ICK	McKesson Corporation	176.57	188.02	102.68	93.9%	40,633.5	43,076.5	0.3x	12.9x	33
DCR	Omnicare Inc.	59.67	64.87	40.46	92.0%	5,954.1	7,850.1	1.3x	11.3x	
DMI	Ow ens & Minor Inc.	35.03	38.55	29.90	90.9%	2,213.6	2,326.6	0.3x	9.4x	19
SRCL	Stericycle, Inc.	113.62	121.61	103.51	93.4%	9,668.0	11,053.8	5.2x	17.2x	31
ТМО	Thermo Fisher Scientific, Inc.	120.24	127.63	75.27	94.2%	47,109.1	51,771.1	4.0x	18.6x	34
							Mean	1.6x	13.4x	30.
ealthcare E	quip. & Supplies									
\BT	Abbott Laboratories	\$38.51	\$40.49	\$32.70	95.1%	\$59,423.6	\$57,982.6	2.7x	13.1x	25.
BAX	Baxter International Inc.	73.58	75.68	62.80	97.2%	39,802.1	46,258.1	3.0x	11.6x	20.
BDX	Becton, Dickinson and Company	117.08	117.26	93.06	99.8%	22,598.9	24,054.9	3.0x	11.3x	25
SX	Boston Scientific Corporation	13.52	14.08	7.07	96.0%	17,893.3	21,923.3	3.1x	13.8x	
EAT	BioTelemetry, Inc.	10.09	11.98	2.30	84.2%	263.4	241.9	2.0x	18.0x	
NJ	Johnson & Johnson	98.23	98.60	80.31	99.6%	277,826.3	266,800.3	3.7x	11.6x	20
<i>I</i> DT	Medtronic, Inc.	61.54	61.74	45.39	99.7%	61,590.2	60,156.2	3.6x	10.6x	17
SIE	Siemens Aktiengesellschaft	134.55	139.50	104.07	96.5%	113,615.4	126,015.0	1.2x	11.0x	
STJ	St. Jude Medical Inc.	65.39	68.79	39.79	95.1%	18,564.4	20,909.4	3.8x	12.3x	26



QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014

Healthcare Services: Valuation Metrics by Sector (cont.)

						Market	Enterprise	Enterprise Value to:		
		Stock	52 - We	ek	% of 52	Сар	Value	LTM	LTM	
Ticker	Company Name	Price	High	Low	Week High	(\$mm)	(\$ mm)	Sales	EBITDA	P/E
Healthcare IT	r									
MDRX	Allscripts Healthcare Solutions, Inc.	\$18.03	\$19.68	\$12.36	91.6%	\$3,228.3	\$3,727.6	2.7x	NM	NM
ATHN	athenahealth, Inc.	160.24	206.70	82.01	77.5%	5,989.9	6,149.0	10.3x		NM
CERN	Cerner Corporation	56.25	63.07	45.27	89.2%	19,347.0	18,633.4	6.6x		49.8x
CPSI	Computer Programs & Systems Inc.	64.60	71.89	47.23	89.9%	721.2	698.8	3.5x		21.9x
HMSY	HMS Holdings Corp.	19.05	28.13	17.39	67.7%	1,666.6	1,806.0	3.7x		42.3x
MDAS	MedAssets, Inc.	24.71	26.58	16.31	93.0%	1,527.1	2,297.8	3.4x	11.1x	NM
OMCL	Omnicell, Inc.	28.62	30.33	17.01	94.4%	1,040.7	936.2	2.5x	17.8x	42.7x
QSII	Quality Systems Inc.	16.88	24.15	16.28	69.9%	1,016.3	922.4	2.1x	12.7x	NM
WBMD	WebMD Health Corp.	41.40	51.41	22.23	80.5%	1,598.0	1,725.4	3.4x	23.5x	NM
							Mean	4.2x	16.7x	39.2x
Hospital Prov	viders									
СҮН	Community Health Systems, Inc.	\$39.17	\$51.29	\$35.11	76.4%	\$4,440.9	\$14,030.7	1.1x	8.2x	25.9x
HCA	HCA Holdings, Inc.	52.50	52.68	35.20	99.7%	23,297.2	52,834.2	1.6x	8.1x	15.6x
LPNT	Lifepoint Hospitals Inc.	54.55	56.77	43.13	96.1%	2,572.8	4,394.0	1.2x	9.0x	20.4x
THC	Tenet Healthcare Corp.	42.81	49.48	36.87	86.5%	4,177.1	15,273.1	1.4x	11.4x	NM
UHS	Universal Health Services Inc.	82.07	86.08	59.08	95.3%	8,092.9	11,658.1	1.6x	8.6x	16.0x
							Mean	1.4x	9.0x	19.5x
Long-Term (Care / Senior Living									
BKD	Brookdale Senior Living Inc.	\$33.51	\$34.37	\$24.42	97.5%	\$4,167.1	\$6,746.4	2.7x	15.7x	14.7x
CSU	Capital Senior Living Corp.	25.99	27.10	19.87	95.9%	750.0	1,257.8	3.7x	23.0x	19.4x
DVCR	Diversicare Healthcare Services Inc.	6.27	6.33	4.45	99.1%	38.2	95.2	0.3x	26.6x	13.6x
ESC	Emeritus Corp.	31.44	32.30	18.15	97.3%	1,527.1	5,459.1	2.8x	15.8x	14.8x
ENSG	The Ensign Group, Inc.	43.64	46.39	31.57	94.1%	967.2	1,158.3	1.3x	9.2x	NM
KND	Kindred Healthcare Inc.	23.42	23.57	9.75	99.4%	1,267.4	2,761.3	0.6x	9.8x	NM
SKH	Skilled Healthcare Group, Inc.	5.27	7.51	4.08	70.2%	207.7	622.6	0.7x	9.2x	NM
							Mean	1.7x	15.6x	15.6x
Managed Ca	re									
AET	Aetna Inc.	\$74.97	\$76.71	\$50.40	97.7%	\$27,191.6	\$34,877.2	0.7x	8.4x	14.1x
Cl	Cigna Corp.	83.73	90.63	61.88	92.4%	22,727.2	25,291.2	0.8x	8.7x	16.2x
ESRX	Express Scripts Holding Company	75.09	79.37	54.57	94.6%	58,233.2	70,196.2	0.7x	10.7x	NM
HNT	Health Net, Inc.	34.01	35.70	25.40	95.3%	2,721.2	2,787.3	0.3x	8.1x	16.0x
HUM	Humana Inc.	112.72	119.93	69.07	94.0%	17,440.4	19,305.4	0.5x	8.3x	14.6x
UNH	UnitedHealth Group Incorporated	81.99	83.32	57.01	98.4%	81,103.9	92,025.9	0.8x	8.7x	14.9x
WLP	WellPoint Inc.	99.55	102.56	65.82	97.1%	28,118.8	41,998.0	0.6x	8.2x	11.5x
							Mean	0.6x	8.7x	14.5x



QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014

Notes

- Sources: Capital IQ, Bond Buyer, Bloomberg, company 10-K, 10-Q and 8-K SEC filings, annual reports, press releases, and others as indicated.
- Any public companies chosen for the "SCA Healthcare Services Universe" are companies commonly used for industry information to show performance within a sector. They do not include all public companies that could be categorized within the sector and were not created as benchmarks; they do not imply benchmarking and do not constitute recommendations for a particular security and/or sector. The charts and graphs used in this report have been compiled by SOLIC Capital Advisors solely for purposes of illustration.

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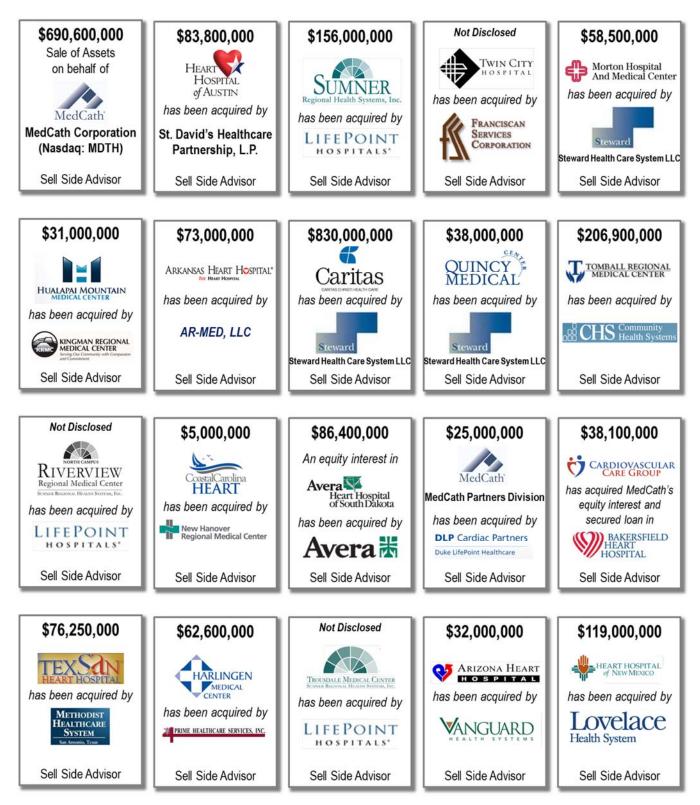
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QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014

Recent Representative Transactions *



* Includes transactions led by the team of SOLIC professionals at predecessor firms



QUARTERLY INDUSTRY UPDATE | FIRST QUARTER 2014



Located in South Hill, Virginia, Community Memorial Healthcenter ("CMH"), a non-profit community-based hospital, is long recognized as the sole healthcare provider serving residents of Southside Virginia and Northern North Carolina for 60 years. CMH, which offers a wide range of inpatient and outpatient services, is licensed to operate 99 acute care and 161 long-term care beds and has received numerous state and national accolades for quality patient care and customer service. CMH possesses a diverse medical staff of 85 physicians representing 30 medical specialties and also has 800 employees.

SCA served as the exclusive financial advisor to the CMH Board of Directors in identifying and evaluating potential strategic alternatives, including an integrated affiliation. In advising CMH, the SCA team initiated and led the transaction process, which entailed dialogue with prospective acquirers, developing and implementing a competitive solicitation process, providing valuation support and structuring and negotiating the terms of the affiliation agreement. Our team also orchestrated an accelerated 60-day due diligence process, documented all transactional disclosure schedules and supported the organizations' strategic planning process.

As a result of negotiations led by SCA with several other leading health systems, CMH executed an affiliation agreement on March 31, 2014 with the Virginia Commonwealth University Health System ("VCUHS"), a leading academic medical center based in Richmond, Virginia with an 865-bed regional referral system with more than 200 specialty areas and the region's only Level I Trauma Center. Pursuant to the terms of the affiliation, VCUHS will invest a minimum of \$75 million in CMH related to new strategic initiatives, including a new hospital facility, healthcare technologies, clinical initiatives and physician recruitment. The CMH Board of Directors will continue to oversee CMH with both local and VCUHS appointments to continue representing local interests on governance and strategic planning. The combination will help enable CMH to further enhance its mission and vision by expanding the range and depth of patient-centered, quality-driven healthcare for the residents in each of its communities.