



Elaine R. Levin
Healthcare Bio

Elaine R. Levin represents both healthcare providers and growth companies in the healthcare industry. She has 20 years of experience structuring financings, acquisitions, joint ventures and other affiliations of healthcare providers and businesses. She concentrates primarily on (i) buying and selling medical related companies and providers, (ii) raising financing and restructuring capital for medical related businesses and providers, (iii) structuring strategic alliances, joint ventures and collaborations and (iv) negotiating contracts between healthcare providers and businesses.

Elaine advises healthcare clients on fraud and abuse, anti-kickback, physician ownership and referral, corporate practice of medicine, licensure and other healthcare regulatory issues. She has experience in structuring acquisitions, divestitures, mergers, joint ventures and affiliations of healthcare providers to comply with the changing health care reform legislation. She was a co-author of "Legislative Intervention: The Assembly's 'Anti-Referral' Bill" published in "Northern California Medicine - The Independent Medical Business Newspaper," April, 1992 and a co-author of "Self Referral Laws: Understanding the Limits on Health Care Professionals" published in the "California Business Law Reporter," September 1994. Elaine's studies at Stanford University focused on health policy and planning. She served as an intern for a semester in the Health Services Planning and Development Department at St. Thomas' Hospital in London, England.

She has represented numerous ambulatory surgical centers, pharmacies, clinical laboratories, ancillary care providers, clinical research organizations, home health and hospice agencies, management service organizations, preferred provider organizations, independent practice associations, medical groups and for-profit and non-profit hospitals. She also has extensive experience in representing medical device, biomedical, biotechnology, life sciences, clinical trials, medical equipment, supply and distribution companies and healthcare products companies and businesses that develop software and information technology for the healthcare industry.

Formerly, Elaine was a partner with Preston Gates & Ellis LLP and Riordan & McKinzie. She also was an attorney with Skadden, Arps, Slate, Meagher & Flom in New York City for six years.

Education & Credentials:

B.A., (Human Biology), Stanford University, 1979

J.D., IIT Chicago-Kent College of Law (with High Honors, Ranked 1st in Class), 1985

Bar Admissions: California and New York

REPRESENTATIVE TRANSACTIONS:

Financings

- Capitalize entities to own, and finance construction of, a new hospital and medical office building.
- Syndicate limited partnership interests to physicians to own ambulatory surgical centers and related offerings of limited partnership interests to real estate investors in surgical center buildings.
- Organize and capitalize two professional medical corporations to provide physician services to skilled nursing facilities. Capitalize related company to

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manage the business through private placements of common stock to management and private equity investors and private placement of preferred stock to venture capital investors.

- 6 private placements by Medical Data International, Inc. – 4 offerings of voting and non-voting common stock to private equity investors and management and 2 offerings of preferred stock to venture capital investors.
- 3 private placements of preferred stock (Series A, B and C) and warrants to venture capital and angel investors and conversion of bridge loans into equity for Health Sense International, Inc.
- PIPE offering of common stock by Endocare, Inc. and shelf registration of the shares on Form S-3 to permit resales.

Mergers and Acquisitions

- Acquisition of the Visiting Nurse Association of Long Beach by Catholic Healthcare West Southern California in an asset acquisition of the non-profit, Medicare certified, home health care and hospice agency, with payments to a hospital foundation to support home health services.
- Merged two independent practice associations into a 200 physician network to facilitate managed care contracting.
- Sold management company and two related professional medical corporations to Autumn Physician Practice Management Group through several stock sales.
- Structured asset and stock acquisitions of pharmacies, home health businesses, durable medical equipment retailers and clinical laboratories in connection with physicians' divestment of their ownership of entities to which they refer business to comply with antikickback and Stark legislation.
- Sale of Medical Data International to IHS Health Information through sale of preferred and common stock, with earn-outs.
- Acquisition of Healthcare Microsystems in leveraged buy-out by management from its publicly traded parent.
- Asset sale of Health Sense International, Inc. to Accelerated Care Plus Corp.
- Acquisition of Indatum United Kingdom and Indatum India, data management companies for clinical trials, to expand global capabilities of U.S. clinical research organization.
- Stock sale of Avega Health Systems, with cash and preferred stock consideration, to MedAssets.

Joint Ventures

- Represented Total Renal Care, Inc.'s investment in a joint venture through 3 companies to own and operate a mobile vascular angioplasty service for dialysis patients in the southeastern U.S.
- Represented Mercy Healthcare Bakersfield in creating a new home health agency, with the non-profit hospital providing nurses, a private company providing other personnel and services and a pharmacy providing the pharmaceuticals.
- Represented Paragon Biomedical, Inc. in the formation of Paragon Clintec Eurasia, LLC, a joint venture to provide international clinical trials and research for pharmaceutical companies.
- Formed joint venture with a prescription benefits manager and retailer to offer prescription benefits management programs to employer health plans in 40 states.
- Formed joint venture general partnership between a privately owned laboratory company and nonprofit management service organization to operate an inner city clinical laboratory.

- Formed joint ventures to facilitate joint purchasing and owning and operating ancillary services such as laboratories, home health agencies and surgical centers.
- Represented a clinical trials company's investment in a joint venture for pharmaceutical trials and data management.

Advice on Contracting Arrangements

- Management services agreements and arrangements with management companies, billing companies and other administrative services companies.
- Physician employment, compensation, recruiting and incentive arrangements.
- Medical Directorships, service and on-call panel agreements and staffing arrangements for hospital departments and other healthcare facilities.
- IPA and PPO provider contracts.
- Leases, licenses and use agreements for medical equipment and space.

SELECTED PRESENTATIONS:

- Speaker on "Structuring Financial Incentives Between Medical Companies and Healthcare Providers" at the Life Science Industry Council Meeting in 2007.
- Speaker on "Selling Your Business: Strategies to Achieve Maximum Value for the Company and its Owners" at the Northern Trust Bank Business Symposium on "Strategic Planning for Business Owners" in 2007.
- Moderator of panel on "Distribution Strategies for Medical Products and Medical Devices" for Life Science Industry Council Meeting 2006.
- Moderator of panel on "Outsourcing Trends and Opportunities for Life Sciences Companies –Manufacturing and Design of Medical Devices and Products" for Life Science Industry Council Meeting 2005.
- Speaker on "The Business Side of Medicine" in 2006, 2003, 2002 and 2001 at University of California-Irvine Medical Center.
- Speaker on "Commercialization of Medical Devices – High Tech Legal Transactions and Regulatory Considerations" at University of California-Irvine course on MEMS and Nanotechnology: Markets, Applications and Principles 2004.
- Moderator of panel on "Strategic Alliances and Acquisitions" at the Findlaw "Biotech Strategies 2003" Conference at Stanford University.
- Moderator of panels on "Financing for Biomedical Companies" at Harvard Business School Entrepreneur's Conference in Orange County 2002 and 2003.
- Moderator of panels on "Strategic Alliances for Medical Device and Biomedical Companies" for Life Science Industry Council Meetings 2002 and 2003.
- Speaker on "Equity and the Terminated Employee" at the Inspired Company 2002 Conference by the Foundation for Enterprise Development.
- Moderator of panel on "Raising Capital – Opportunities for Women" for Forum for Women Entrepreneurs 2004.
- Co-Chair of "Buzz – An Executive Women's Think Tank 2005."

ASSOCIATIONS AND ACTIVITIES:

- Life Science Industry Council/ Southern California Biomedical Council – Member of Program Committee
- Women Executives and Entrepreneurs, Inc. – Member of Board of Directors
- American Bar Association – Member of Business Law and Healthcare Law Sections

- State Bar of California – Member of Business Law Section
- Girls Incorporated of Orange County, Inc. – Chair of Board of Directors and President
- Orange County United Way Women's Philanthropy Fund – Founding 100 Member