



Capstone Partners

OUTPATIENT PHYSICAL THERAPY

Q1 2017

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MARKET OVERVIEW

Physical Therapy (PT) remained in the spotlight as one of the most attractive sectors within healthcare. Bolstered by favorable industry dynamics, with healthcare oriented private equity firms flush with capital and readily available debt financing, 2016 marked another robust year of M&A activity. While there were a few national blockbuster transactions, regional serial acquisition strategies accounted for the majority of transactions in the sector. Tuck-in and midsize acquisitions have proven an effective approach for regionally focused competitors to quickly gain and secure market share and leverage corporate infrastructure and marketing resources. In addition to meaningful operational advantages, physical therapy providers that attain scale are rewarded with higher valuation multiples. Capstone believes the influx of private equity backed companies in the sector competing for acquisition targets will continue to drive M&A activity and premium valuations in the physical therapy market.

M&A ACTIVITY

There has been a flood of capital over the last several years from both strategics and private equity aimed at consolidating the highly-fragmented PT space. What is emerging is a growing number of larger, regionally focused operators that have scaled mainly through aggressive serial acquisition strategies. For example, Professional Physical Therapy (ProPT), backed by Great Point Partners, completed over 10 acquisitions in three border states in 2016. According to Great Point Partners, ProPT is now the largest provider in the Northeast with over 100 clinics. Additionally, private equity backed Pivot Physical Therapy has expanded to 122 clinics throughout the Mid-Atlantic region after successfully completing 16 acquisitions. Other notable financially sponsored transactions in 2016 included Advent International's acquisition of ATI Physical Therapy for \$1.9 billion, Gryphon Investors acquisition of CORA Health Services and BDT Capital Partners co-investment in Harvest Partners' physical therapy portfolio company, Athletico.

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TOP PRIVATE EQUITY BACKED PHYSICAL THERAPY PLAYERS

ATHLETICO PHYSICAL THERAPY	ATI PHYSICAL THERAPY	CORA HEALTH SERVICES	PIVOT PHYSICAL THERAPY	PROFESSIONAL PHYSICAL THERAPY	RESULTS PHYSIOTHERAPY	UPSTREAM REHABILITATION
Harvest Partners / BDT Capital	Advent Int'l Corp.	Gryphon Investors	CI Capital Partners	Great Point Partners	Sterling Partners	Revelstoke Capital Partners

Top players based off of acquisition history, reputation, geographic footprint and service offerings

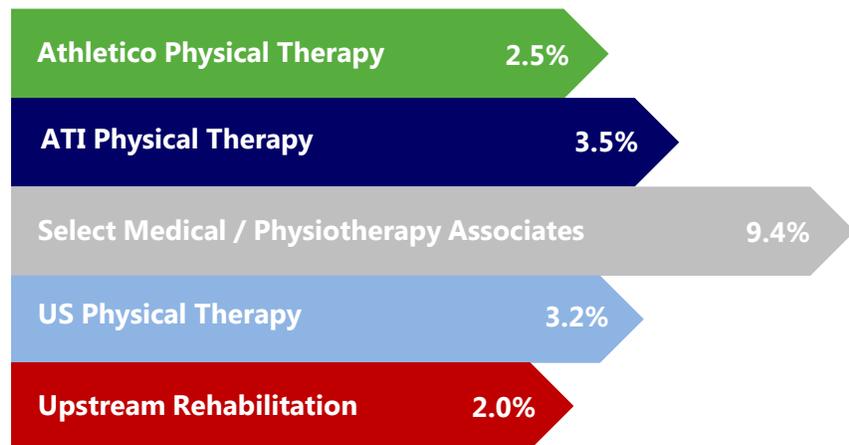
(M&A ACTIVITY CONTINUED)

While private equity backed physical therapy players have been the most active, strategics also continue to be acquisition oriented. In March 2016, Select Medical completed another headline transaction, acquiring Physiotherapy Associates for \$415 million. This marks Select Medical’s second major investment in outpatient rehabilitation centers that follows the acquisition of Concentra in mid-2015 for nearly \$1.1 billion. The combination of Physiotherapy Associates and Concentra’s outpatient rehabilitation clinics ranks Select Medical as the largest provider of outpatient physical therapy services, with 1,603 clinics in 37 states. US Physical Therapy also remains active completing three acquisitions in 2016 and on January 3rd announced their first transaction for 2017.

COMPETITIVE LANDSCAPE

While the Physical Therapy industry is in an aggressive consolidation trend, it remains highly fragmented as no one physical therapy company accounts for more than 10% of the market and the top five players make up only 20%. The \$30+ billion industry consists of approximately 16,000 – 18,000 clinics nationally (*US Physical Therapy December 2016 investor presentation*) with the majority of the clinics owned and operated by small local practitioners, generating on average \$1 million per center.

Top 5 Physical Therapy Players by Clinic Market Share



GROWTH DRIVERS

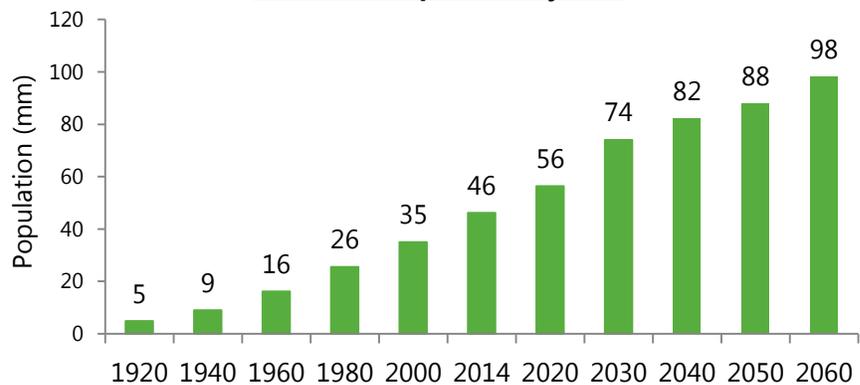
The Physical Therapy sector is benefiting from several pervasive trends within the US including an aging and more physically active population, epidemic obesity levels and a strained healthcare system that is shifting towards cost-effective services and high quality outpatient providers. Supported by the tailwinds of positive sector dynamics, publicly traded industry stalwarts, Select Medical and US Physical Therapy, are both trading all time high valuations and are projecting to have record years of double digit growth in fiscal 2017. Following are two key demographic trends that have attracted private equity and driven industry consolidation and company valuations.

(GROWTH DRIVERS CONTINUED)

- ▶ **Aging US population** – The older adult population (persons 65 years and older) numbered 46.2 million in 2014, representing 14.5% of the US population, according to the latest figures available from US census data. With 8,000 baby boomers turning 65 every day, the 65+ population is expected to be 21.7% of the US population in 2040 and 24% or 98 million by 2060. While baby boomers are expected to live longer than prior generations, they have higher rates of hypertension, cholesterol, obesity, strokes, heart disease and diabetes. Additionally, individuals with chronic illnesses are far more likely to require acute and costly care resulting from contracting common ailments such as the flu or catching a cold as well as from injuries caused from falling.

According to a report from the *US Centers for Medicare and Medicaid Services*, in 2010 senior citizens made up 13% of the population but accounted for 34% of healthcare-related spending. This amounted to an average of \$18,424 per person aged 65 and over compared to \$3,628 for children and \$6,125 for working-age individuals. Moreover, according to a 2015 research report, *“Medical Spending of the U.S. Elderly”*, found that the US government pays 65% of the elderly’s medical expenses and that between the ages of 70 and 90 medical expenses more than double. With the ever increasing burdens on an already troubled healthcare system, commercial carriers and government sponsored healthcare programs are switching to value-base reimbursements and efficacious cost-effective treatments such as physical therapy.

65+ Older Population By Year



Source: US Census Bureau

- ▶ **Epidemic obesity rates** – Obesity remains one of the largest health threats in the US, putting millions of Americans at significant risk for numerous chronic and life threatening diseases. With 36% of the adult population considered obese (40% between the ages of 65 and 74) the obesity epidemic costs an estimated \$147 to \$210 billion annually in otherwise preventable healthcare spending (*Cawley J and Meyerhoefer C. The medical care costs of obesity: an instrumental variables approach*). The *Trust for America’s Health* study conducted in 2009 found that it is significantly more cost-effective to invest in preventative programs and clinical treatments such as physical therapy that promote physical activity and healthy nutrition habits than in invasive surgical or reactionary medical approaches.

NOTABLE M&A TRANSACTIONS

Several notable transactions were completed or announced in the Physical Therapy industry in 2016. Select transactions are outlined below, followed by a more comprehensive list in the following table.

- ▶ **BDT Capital Partners invests in Athletico (November 2016)** – Athletico Physical Therapy, one of the largest providers of orthopedic rehabilitation services in the US with more than 350 locations throughout nine states, announced that BDT Capital Partners will make a significant long-term growth equity investment alongside Harvest Partners' investment that was completed in May 2014. Chris Williams, Partner at BDT Capital Partners, stated, "We look forward to working with the team at Athletico to build upon the strength of the business and expand their reach in a large and growing market."
- ▶ **Gryphon Investors acquires CORA Health Services (June 2016)** – Gryphon Investors, a leading middle-market private equity firm based in San Francisco, completed its acquisition of CORA Health Services. CORA is a top 10 national operator of outpatient physical therapy services with a strong presence in the Southeast. With more than 100 clinics, the company offers a broad range of treatments, including general rehabilitation, sports and auto injury therapy and workers' compensation rehab services. Luke Schroeder, a Principal in Gryphon's Healthcare Group, added, "Physical therapy is a \$33 billion industry that remains highly fragmented and rife with opportunities for the right platform. We believe CORA, with its scalable infrastructure, full service clinics and highly diversified payor mix, is poised to expand further through accretive add-on acquisitions."
- ▶ **Advent International acquires ATI Physical Therapy (May 2016)** – Advent International, a global private equity firm, acquired ATI Physical Therapy for \$1.9 billion. ATI Physical Therapy was previously held by private equity firm KRG Capital Partners. ATI was founded in 1996 and is a nationally recognized outpatient physical therapy provider in the US, operating in nearly 600 locations. "ATI has become a leader in its chosen markets and we see a number of avenues for continued growth and expansion," said John Maldonado, a Managing Director at Advent. "ATI is a high-quality operator with best-in-class clinics, a strong leadership team and active acquisition strategies that we believe will enable it to be a primary consolidator in a fragmented industry."
- ▶ **Select Medical acquires Physiotherapy Associates (March 2016)** – Select Medical (Select) is the largest operator of specialty hospitals and outpatient rehabilitation clinics in the US. In March 2016, Select acquired Physiotherapy Associates for roughly \$415 million. Physiotherapy Associates is a national provider of outpatient physical rehabilitation care offering a wide range of services, including general orthopedics, spinal care and neurological rehabilitation, as well as orthotics and prosthetics services. The aggressive market play by Select extended Select Medical's outpatient facility base by 50% to over 1,500 locations nationwide, further establishing the company as the largest national operator of outpatient rehabilitation clinics.

OUTPATIENT PHYSICAL THERAPY: SELECT M&A TRANSACTIONS

Ann. Date	Target	Acquirer	Target Business Description	Enterprise	EV / LTM	
				Value (mm)	Revenue	EBITDA
01/03/17	17 Location PT Practice	US Physical Therapy	Comprises a physical therapy practice that operates 17 clinics and manages an additional eight clinics.	\$16.3	1.5x	-
12/05/16	Excel Orthopedic Physical Therapy	Caymus Equity	Provides physical therapy services at eight locations in NJ.	-	-	-
11/21/16	Sleepy Hollow Physical Therapy	Jag Physical Therapy	Offers physical therapy care services at three location in NY.	-	-	-
11/04/16	Kipnis PT and Sports Medicine	Professional Physical Therapy	Operates three physical therapy clinics in NJ.	-	-	-
11/03/16	Aldridge Physical Therapy	PHOENIX Rehab and Health Services	Provides physical and massage therapy services in AL.	-	-	-
10/31/16	Carolina PT Associates	CORA Health Services	Offers physical therapy services across eastern NC through seven outpatient locations.	-	-	-
09/12/16	Sports Training Physical Therapy	Professional Physical Therapy	Operates nine outpatient physical therapy clinics in NJ.	-	-	-
09/11/16	Marshall Physical Therapy Clinic	PhyNet Health Systems	Offers outpatient physical therapy services in TX.	-	-	-
08/24/16	Physical Therapy Connection	PHOENIX Rehab and Health Services	Provides physical therapy and rehabilitation services in DE.	-	-	-
07/20/16	Allegheny Chesapeake PT	Pivot Physical Therapy	Operates nine physical therapy clinics in PA.	-	-	-
07/18/16	The KOR Physical Therapy	ATI	Owns and operates three physical therapy clinics in OR.	-	-	-
06/07/16	Atlas PT and Sports Medicine	ATI	Offers physical therapy services at four locations in the western suburbs of IL.	-	-	-
06/01/16	The Princeton PT Therapy Group	Professional Physical Therapy	Provides physical therapy services at five locations in NJ.	-	-	-
05/17/16	Adient Health and Rehab	ATI	Operates 19 outpatient physical therapy clinics in six states.	-	-	-
05/05/16	IVYREHAB Network	Waud Capital Partners	Provides management support services to 45 outpatient physical therapy centers.	-	-	-
04/04/16	Moore PT and Fitness	Professional Physical Therapy	Offers physical therapy services at six locations in CT.	-	-	-
03/29/16	ATI	Advent International	Operates more that 500 clinics providing physical therapy and rehabilitation services.	-	-	-
03/16/16	Optimum Ortho PT and Rehab	Professional Physical Therapy	Provides physical therapy and rehabilitation services at five locations in NJ.	-	-	-
03/03/16	Community PT of Brooklyn	MOTION PT	Offers physical therapy treatments and services at three clinics in NY.	-	-	-
03/02/16	Eight Location PT Practice	US Physical Therapy	Operates eight physical therapy practice in the US.	\$24.9	2.8x	-
03/01/16	Ideal Physical Therapy	ATI	Owns and operates 33 outpatient physical therapy locations in AZ and TX.	-	-	-
01/25/16	Physiotherapy Associates	Select Medical	Provides outpatient physical rehabilitation care offering a range of services including physical therapy.	\$414.8	-	-
01/04/16	Four Location PT Practice	US Physical Therapy	Comprises four physical therapy clinics located in the US.	\$8.4	2.1x	-

OUTPATIENT PHYSICAL THERAPY: SELECT M&A TRANSACTIONS (CONTINUED)

Ann. Date	Target	Acquirer	Target Business Description	Enterprise	EV / LTM	
				Value (mm)	Revenue	EBITDA
11/04/15	PT Healthcare	Watchstone	Operates physiotherapy and rehabilitation clinics in Canada.	\$28.8	-	-
10/07/15	Bradley & Monson PT	MOTION PT	Offers physical therapy, massage and independent fitness work-out services in NY.	-	-	-
10/06/15	The Hammonds Centre	Physiotherapy Corporation	Provides physical therapy services in GA.	-	-	-
10/01/15	Excel Therapy	Physiotherapy Corporation	Offers physical therapy services in AL.	-	-	-
09/22/15	Marino Therapy Centers	BenchMark Rehabilitation	Provides outpatient rehabilitation services at three locations in TN.	-	-	-
09/22/15	Performance Rehab	PT Solutions	Provides physical therapy and rehabilitation services in FL.	-	-	-
09/10/15	NYSportsMed	Orthology	Operates four sports medicine, physical therapy and athlete performance improvement clinics in NY.	-	-	-
09/01/15	Three PT Practices	Professional Orthopedic & Sports	Provides physical therapy and rehabilitation services at six locations in NY.	-	-	-
08/26/15	Therapy Plus of Wisconsin	Physiotherapy Corporation	Offers physical and occupational therapy services through seven clinics in WI.	-	-	-
08/20/15	Sports and Spinal PT	Orthology	Provides physical therapy services in Washington, D.C.	-	-	-
08/15/15	360 PT Management	Celerity Partners	Provides physical therapy services managing eight outpatient clinics in AZ.	-	-	-
08/01/15	Premier Physical Therapy	Professional Orthopedic & Sports	Offers physical therapy services at thirteen locations in NY and CT.	-	-	-
07/20/15	Olympic Physical Therapy	ATI Physical Therapy	Operates nine physical therapy facilities in WA.	-	-	-
07/15/15	Advanced Center for PT	PHOENIX Rehabilitation	Provides outpatient orthopedic and sports rehabilitation services in VA.	-	-	-
07/02/15	Athletic Advantage	Pivot Physical Therapy	Offers physical therapy services in NC.	-	-	-
07/01/15	South Bay Sports & PT	Professional Orthopedic & Sports	Provides physical therapy services in NY.	-	-	-
07/01/15	Four Location PT Practice	US Physical Therapy	Operates four outpatient physical therapy clinics.	\$6.1	1.1x	-
06/25/15	MOTION PT	Pharos Capital	Provides physical therapy in NY with 10 locations.	-	-	-
06/25/15	STAR Physical Therapy	MetroSportsMed	Provides physical therapy services.	-	-	-
06/01/15	Concentra	Select Medical and WCAS	Offers urgent care, occupational medicine, physical therapy, primary care and wellness programs.	\$1,055.0	1.1x	-
05/22/15	Proaxis Therapy	ATI Physical Therapy	Operates 25 physical therapy clinics in CO, NC and SC.	-	-	-
05/19/15	Body Werks Physical Therapy	ATI Physical Therapy	Provides physical therapy and individual movement analysis services at 16 clinics in IN and IL.	-	-	-
05/01/15	Three Location PT Practice	US Physical Therapy	Offers physical therapy services.	\$6.9	2.0x	-

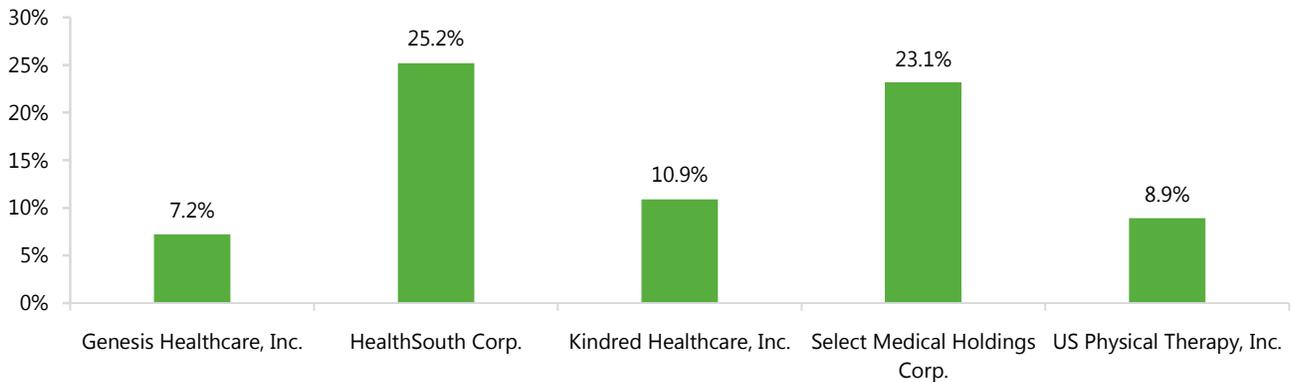
INPATIENT AND OUTPATIENT PHYSICAL THERAPY PROVIDERS: PUBLIC COMPANY TRADING & OPERATING DATA

Company	Price 01/26/17	% 52 Wk High	Market Cap	Enterprise Value	LTM			EV/LTM	
					Revenue	EBITDA	Margin	Revenue	EBITDA
Genesis Healthcare, Inc.	\$4.35	91.6%	\$393.6	\$5,391.1	\$5,656.8	\$518.1	9.2%	1.0x	10.4x
HealthSouth Corp.	\$39.63	91.4%	\$3,558.6	\$6,789.9	\$3,575.9	\$816.5	22.8%	1.9x	8.3x
Kindred Healthcare, Inc.	\$7.30	46.6%	\$621.7	\$3,952.4	\$7,254.5	\$550.1	7.6%	0.5x	7.2x
Select Medical Holdings Corp.	\$14.75	97.4%	\$1,951.9	\$4,896.0	\$4,211.2	\$452.3	10.7%	1.2x	10.8x
US Physical Therapy, Inc.	\$68.45	93.7%	\$857.1	\$931.9	\$348.4	\$59.8	17.2%	2.7x	15.6x

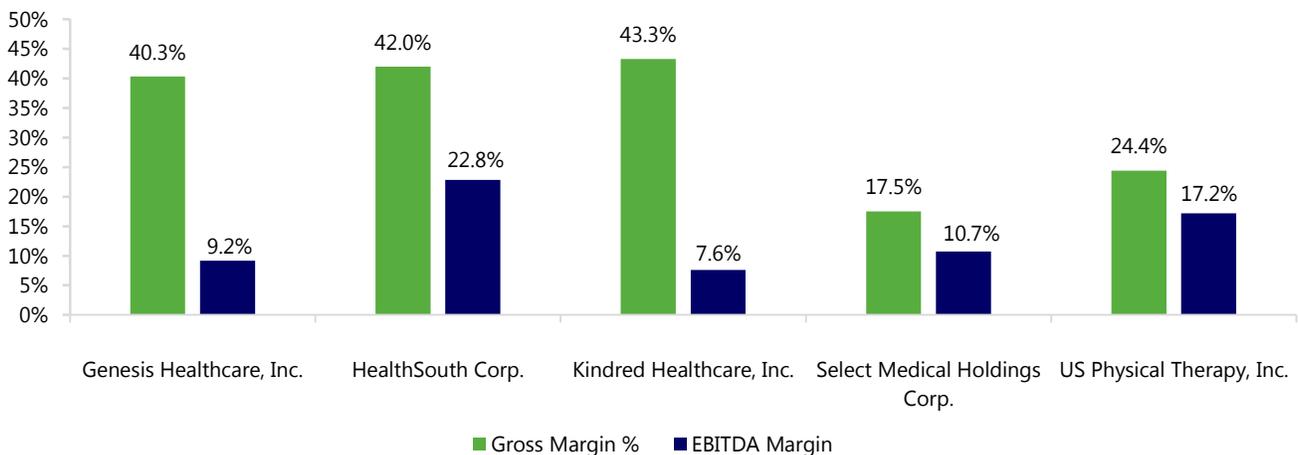
Mean	13.5%	1.5x	10.5x
Median	10.7%	1.2x	10.4x
Harmonic Mean	11.5%	1.2x	9.8x

EV = enterprise value; LTM = last twelve months
\$ in millions, except per share data
NM = Not Meaningful; NA = Not Available

Last Twelve Month 1-Year Revenue Growth



Last Twelve Month Margin Performance



Source: Capital IQ as of January 26, 2017

CAPSTONE PARTNERS: COMPLETED HEALTH & MEDICAL TRANSACTIONS

Capstone Partners has successfully advised on a number of health and medical transactions; a sampling of transactions are detailed below. Capstone's experience in the industry provides us with insight into the valuable attributes and likely valuation of target companies, the active buyers in the industry, and the nuances of transactions in the space.



Progressus Therapy

has been acquired by



Invo
HealthCare Associates®

2016
USA DEAL
OF THE YEAR



**THE M&A
ATLAS
AWARDS**

Recently, Capstone Partners was recognized by our industry peers with the M&A Atlas Awards USA Deal of the Year for our representation of Progressus Therapy, a portfolio company of Sterling Partners, on its sale to Invo Healthcare.

Progressus Therapy is one of the nation's leaders in school-based and early intervention programs and services. The Company provides a multitude of special education services from speech-language pathology (SLP), occupational therapy (OT) and physical therapy (PT) to psychology, nursing, teaching and early intervention. Partnering with hundreds of school districts and charter schools, as well as early intervention agencies across the country, Progressus Therapy employs more than 500 highly qualified clinicians and special education professionals who work with families and school communities to improve the outcomes of children with special needs.

<p>CONFIDENTIAL</p> <p>is pursuing a corporate sale</p> <p>PEDIATRIC NURSE STAFFING</p>	<p>CONFIDENTIAL</p> <p>is pursuing a corporate sale</p> <p>ALLIED HEALTHCARE STAFFING</p>	<p>AVOMEEN ANALYTICAL SERVICES</p> <p>has recapitalized with</p>  <p>HIGH STREET CAPITAL</p>	<p>Accurate NEUROMONITORING</p> <p>has been acquired by</p>  <p>HOUSATONIC PARTNERS</p>	<p>LSP LUTZ SURGICAL PARTNERS</p> <p>has been acquired by</p> <p>A PRIVATE INVESTMENT GROUP</p>
<p>TDOC AIR-CHARGED CATHETERS</p> <p>has been acquired by</p>  <p>LABORIE a portfolio company of AUDAX GROUP, INC.</p>	<p>park bench</p> <p>has been acquired by</p>  <p>elements BEHAVIORAL HEALTH CREATING EXTRAORDINARY LIVES</p>	<p>Tricore Educate. Influence. Motivate.</p> <p>has been acquired by</p>  <p>highroad CAPITAL PARTNERS</p>	<p>WH WHITEHOUSE LABORATORIES</p> <p>has been acquired by</p>  <p>AMRI Albany Molecular Research Inc.</p>	<p>AGGU * MET LASER, Inc.</p> <p>has been acquired by</p> <p>RiversidePartners</p>
<p>Radius Medical TECHNOLOGIES, INC.</p> <p>has divested assets to</p>  <p>vascular SOLUTIONS</p>	<p>KERADERM HARNESSING THE HEALING POWER OF LIGHT</p> <p>has secured financing from</p> <p>NEWVA CAPITAL PARTNERS, LP</p>	<p>nova science</p> <p>has been acquired by</p>  <p>Abbott A Promise for Life</p>	<p>the ame group</p> <p>has acquired</p> <p>CERTIFIED IT & ITRICITY FREEDOM DATA</p>	<p>plastek</p> <p>has divested assets to</p>  <p>ROMEIO RIM, INC.</p>

THE OUTPATIENT PHYSICAL THERAPY TEAM



Eric Williams, Managing Director
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Eric serves as Managing Director and Head of the Atlantic Region for Capstone, based out of Philadelphia. Prior to Capstone, Eric was responsible for managing the Eastern region for Morgan Stanley Smith Barney's Capital Strategies Group and its predecessor, Citi Capital Strategies. Eric has more than 20 years of experience managing strategic sale assignments and leveraged recapitalizations for owners of privately held companies. He is head of Capstone's Health and Medical practice and has successfully completed over 100 transactions in a wide range of industries including medical device, contract manufacturing, pharmaceutical outsourcing, health care services and education and training. In 2016, he received the "USA Deal of the Year" at the M&A Atlas Awards for his work on the acquisition of Progressus Therapy, LLC and in 2014 was awarded both "M&A North American Middle Market Deal of the Year" at the M&A Atlas Awards and "Cross Border Deal of the Year" from the M&A Advisor for his work on the sale of T-DOC Company LLC. Eric has executed complex cross-border transactions with foreign buyers based in London, Germany, Sweden and Switzerland and has structured deals with leading private equity groups and strategic corporate buyers. He graduated cum laude from the University of California and is a Series 7 and 63 Registered Securities Representative as well as a Series 24 Registered Securities Principal.



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Mark is a Director in the Philadelphia office, supporting the management of the Atlantic Region. Previously, Mark served over 10 years as a senior investment banking professional in Morgan Stanley Smith Barney's Capital Strategies Group. Over his career, Mark has focused on developing deep credentials and expertise in the sale and recapitalization of privately held businesses. Prior to investment banking, Mark enjoyed a career in the social services field. Mark is a graduate of Illinois State University with a BS in Business Administration. He is a Series 7 and 63 Registered Securities Representative.



Matthew Szymanski, Associate
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Matthew serves as an Associate with Capstone's Philadelphia investment banking team, where his focus includes providing advisory services, transaction execution and client engagements to multiple industries and sectors. Prior to joining Capstone, Matthew was pursuing a career in the NFL and was signed by the Kansas City Chiefs and Miami Dolphins. Matthew graduated from Southern Methodist University with a BA in Economics and earned a Masters in Finance from the University of Cincinnati. He is a Series 79 and 63 Registered Securities Representative.

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ABOUT CAPSTONE PARTNERS

Capstone Partners LLC is an award-winning investment banking firm dedicated to serving the corporate finance needs of middle market business owners, investors and creditors. Over the past 15 years, Capstone has earned a reputation as one of the most innovative firms in the industry, offering corporate sale & divestiture, merger & acquisition, private placement, corporate restructuring, valuation and financial advisory services. The firm maintains seven industry practices, including: Business Services, Consumer Products, Education & Training, Government Services, Health & Medical, Manufacturing & Industrial, and Technology & Telecom. Headquartered in Boston, Capstone has offices in Chicago, London, Los Angeles, New York, Orange County, Philadelphia, San Diego, Silicon Valley and Tampa with an international presence that spans 450+ professionals in 70 offices across 31 countries.

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about our expertise,
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