THOMAS L. GARTHWAITE, M.D.
Director and Chief Medical Officer

FRED LEAF
Chief Operating Officer

COUNTY OF LOS ANGELES
DEPARTMENT OF HEALTH SERVICES
313 N. Figueroa, Los Angeles, CA 90012
(213) 240-8101

BOARD OF SUPERVISORS

Gloria Molina
First District

Yvonne Brathwaite Burke
Second District

Zev Yaroslavsky
Third District

Don Knabe
Fourth District

Michael D. Antonovich
Fifth District

July 7, 2005

The Honorable Board of Supervisors
County of Los Angeles
383 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles, California 90012

Dear Supervisors:

CONSENT TO ASSIGNMENT OF TWO RESPIRATORY CARE SERVICES AGREEMENTS FROM SYMPHONY RESPIRATORY SERVICES, INC. TO PRIMEDICA, INC.
(1st and 2nd Districts) (3 Votes)

IT IS RECOMMENDED THAT YOUR BOARD:

1. Acknowledge the transfer of the contractor's rights and responsibilities under Respiratory Care Services Agreement Nos. 75064 and 75259 from Symphony Respiratory Services, Inc., a wholly owned subsidiary of Leucadia Symphony, Ltd. to Primedica, Inc., a wholly owned subsidiary of Meridian Healthcare Group, Inc., retroactive to June 1, 2005.

2. Approve and instruct the Chair to sign the attached Consent to Assignment.

PURPOSE/JUSTIFICATION OF RECOMMENDED ACTIONS:

In approving these actions, the Board is acknowledging the transfer of the contractor's rights and responsibilities for two respiratory care services agreements and instructing the Chair to sign a Consent to Assignment.

On June 1, 2005, Symphony Respiratory Services, Inc. (Symphony), a wholly owned subsidiary of Leucadia Symphony, Ltd., entered into an agreement of sale with Meridian Healthcare Group, Inc. (Meridian), under which Meridian purchased all of Symphony's stock, assets, and operations, including its rights and obligations under Agreement Nos. 75064 and 75259. Primedica, Inc. (Primedica), a wholly owned subsidiary of Meridian, will continue to provide respiratory care services under the Agreements.

Provisions of both Agreements require the County's written consent for the assignment of rights and delegation of duties.

FISCAL IMPACT/FINANCING:

There is no fiscal impact as a result of the assignment. Primedica will continue to provide respiratory care services at Martin Luther King, Jr./Charles R. Drew Medical Center (King/Drew) and pediatric respiratory care services at LAC+USC Healthcare Network Women's and Children's Hospital (WCH) at the current service and payment levels.

FACTS AND PROVISIONS/LEGAL REQUIREMENTS:

On August 17, 2004, the Board approved Agreement No. 75064 with Symphony, effective September 1, 2004 through August 31, 2007, with provisions for two one-year renewals, effective September 1, 2007 through August 31, 2009, for the provision of clinical, emergency, and diagnostic respiratory care services to all inpatients and outpatients of King/Drew with respiratory diseases.

On April 5, 2005, the Board approved Agreement No. 75259 with Symphony, effective May 1, 2005 through April 30, 2008, with provisions for two one-year renewals, effective May 1, 2008 through April 30, 2010, for the provision of clinical, emergency, and diagnostic respiratory care services to all pediatric inpatients and outpatients of WCH with respiratory diseases.

On June 1, 2005, Symphony entered into an agreement of sale with Meridian, under which Meridian purchased all of Symphony's stock, assets, and operations, including its rights and obligations under Agreement Nos. 75064 and 75259. This acquisition was transferred directly to Primedica.

All members of Symphony's operations team have been retained in their current positions and will continue to provide these services at the two medical facilities.

The Agreements may be terminated at any time by the County by providing a 30-day advance written notice to the contractor.

No provisions of the Agreements are changed by the assignment.

Contract monitoring functions are performed by King/Drew's and WCH's staff.

County Counsel has reviewed the documentation regarding the transfer and assignment of the Agreements to the new firm and approved the Consent to Assignment document as to use and form.

Attachment A provides additional information.

CONTRACTING PROCESS:

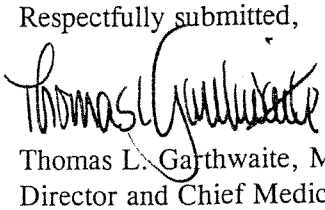
Advertising on the Los Angeles County Online Web Site is not required for consent to assignments.

IMPACT ON CURRENT SERVICES (OR PROJECTS):

Under the existing Agreements, Primedica will continue to provide respiratory care services at King/Drew and WCH.

When approved, this Department requires three signed copies of the Board's action.

Respectfully submitted,



Thomas L. Garthwaite, M.D.
Director and Chief Medical Officer

TLG:dz

Attachments (2)

c: Chief Administrative Officer
County Counsel
Executive Officer, Board of Supervisors

BLETCD3979.DZ

ATTACHMENT A

SUMMARY OF CONSENT TO ASSIGNMENT

1. SUBJECT:

Transfer of contractor's rights and responsibilities under respiratory care services Agreement Nos. 75064 and 75259 from Symphony Respiratory Services, Inc. (Symphony) to Primedica, Inc. (Primedica), a wholly owned subsidiary of Meridian Healthcare Group, Inc. (Meridian).

2. Former Owner:

Symphony Respiratory Services, Inc.
11350 McCormick Road, Suite 600
Hunt Valley, Maryland 21031
Attention: Terry Bydume, Senior Vice President
Telephone: (800) 359-5971, Ext.: 2303 Fax: (443) 886-2358
E-mail address: tbydume@symphonyhealth.com

3. New Owner:

Meridian Healthcare Group, Inc.
c/o Primedica, Inc.
11350 McCormick Road
Hunt Valleys, Maryland 21031
Attention: Terry Bydume, Senior Vice President
Telephone: (800) 359-5971, Ext.: 2303 Fax: (443) 886-2358
E-mail address: tbydume@symphonyhealth.com

4. FINANCIAL INFORMATION:

There is no fiscal impact as a result of the assignment. Primedica will provide services at the same rates as provided under the existing Agreements.

5. PROGRAM INFORMATION:

Under the two existing Agreements, Primedica will continue to provide all the respiratory care services at Martin Luther King, Jr./Charles R. Drew Medical Center (King/Drew) and pediatric respiratory care services at LAC+USC Healthcare Network's Women's and Children's Hospital (WCH).

6. ACCOUNTABLE FOR CONTRACT MONITORING:

King/Drew's and WCH's administrative staff are responsible for monitoring the contractor's performance to assure compliance with the terms and conditions of the Agreement.

7. APPROVALS:

King/Drew Medical Center:	Hank Wells, Chief Executive Officer
LAC+USC Healthcare Network:	Pete Delgado, Chief Executive Officer
Contracts and Grants Division:	Cara O'Neill, Chief
County Counsel (approval as to form):	Christina A. Salseda, Deputy County Counsel

Contract No. 75064
Contract No. 75259

CONSENT TO ASSIGNMENT

THIS CONSENT TO ASSIGNMENT is made and entered into this _____ day of _____, 2005,

by and between	COUNTY OF LOS ANGELES (hereafter "County"),
and	SYMPHONY RESPIRATORY SERVICES, INC., a wholly owned subsidiary of LEUCADIA SYMPHONY, LTD. (hereafter "Symphony")
and	PRIMEDICA, INC., a wholly owned subsidiary of MERIDIAN HEALTHCARE GROUP, INC. (hereafter "Primedica")

WHEREAS, effective on September 1, 2004, County and Symphony entered into a Respiratory Care Services Agreement for the provision of respiratory care services at Martin Luther King, Jr./Charles R. Drew Medical Center, further identified as County Agreement No. 75064, and subsequently effective on May 1, 2005, County and Symphony entered into another Respiratory Care Services Agreement for the provision of pediatric respiratory care services at LAC+USC Healthcare Network Women's and Children's Hospital, further identified as County Agreement No. 75259 (all hereafter "Agreements"); and

WHEREAS, Paragraph 27, PROHIBITION AGAINST ASSIGNMENT AND DELEGATION, of Agreements prohibits Symphony from delegating its duties or assigning its rights hereunder without the prior written consent of County; and

WHEREAS, Symphony has entered into an agreement of sale with Primedica under which Primedica is purchasing all of Symphony's stock, assets, and operations, including its rights and obligations under Agreements; and

WHEREAS, Director of County's Department of Health Services, or his authorized designee, has reviewed Primedica's corporate documents, its financial statements, and other data, and has confirmed that Primedica can effectively continue to provide respiratory care services and assume the other duties set forth in Agreements.

NOW, THEREFORE, the parties hereto agree as follows:

1. All of Symphony's rights and responsibilities under Agreements are assigned and delegated to Primedica, effective on June 1, 2005.

2. County hereby consents to such assignment and delegation.

IN WITNESS WHEREOF, the Board of Supervisors of the County of Los Angeles has caused this Consent to Assignment to be subscribed

by its Chair and the seal of said Board to be hereto affixed, and attested by the Executive Officer of the Board of Supervisors

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thereof, and Symphony and Primedica have caused the same to be subscribed in their behalf by their respective duly authorized officers, the day, month, and year first above written.

COUNTY OF LOS ANGELES

By _____
Chair, Board of Supervisors

ATTEST:

Violet Varona-Lukens
Executive Officer of the
Board of Supervisors of the
County of Los Angeles

By _____

SYMPHONY RESPIRATORY SERVICES, INC.
Contractor - Assignor

By Terry Bydume

Name Terry Bydume

Title Senior Vice President

(AFFIX CORPORATE SEAL HERE)

APPROVED AS TO FORM
BY THE OFFICE OF THE COUNTY COUNSEL
RAYMOND G. FORTNER, JR.
County Counsel

By Christina A. Salseda
Deputy County Counsel

PRIMEDICA, INC.
Contractor - Assignee

By Tom R. Futch

Name Tom R. Futch

Title President & CEO

(AFFIX CORPORATE SEAL HERE)

APPROVED AS TO CONTRACT
ADMINISTRATION:
Department of Health Services

By Cara O'Neill
Cara O'Neill, Chief
Contracts and Grants Division

AGREECD3978.DZ
dz:5/27/05