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8 THOMAS A. SEAMAN

9 UNITED STATES DISTRICT COURT
10 CENTRAL DISTRICT OF CALIFORNIA
11 SOUTHERN DIVISION

12 SECURITIES AND EXCHANGE
COMMISSION,

13 Plaintiff,

14 v.

15 MEDICAL CAPITAL HOLDINGS,
16 INC.; MEDICAL CAPITAL
CORPORATION; MEDICAL
17 PROVIDER FUNDING
CORPORATION VI; SIDNEY M.
18 FIELD; and JOSEPH J.
LAMPARIELLO,

19 Defendants.
20

Case No. SA CV09-0818 DOC (RNBx)

**DECLARATION OF ANDY PETERS
IN SUPPORT OF MOTION FOR
ORDER APPROVING (1) SALE OF
ASSETS OF NATIONAL HEALTH
BENEFITS CORPORATION AND
(2) PAYMENT OF BROKER'S
COMMISSION**

Date: September 10, 2012
Time: 8:30 a.m.
Ctm: 9D
Judge: Hon. David O. Carter

1 I, Andy Peters, declare as follows:

2 1. I am a Consultant with The Independence Group, Inc. ("IG"). IG is a
3 licensed broker in both California and Arizona. I am the lead agent for IG with
4 respect to the sale of assets of National Health Benefits Corporation ("NHBC").
5 The following facts are within my knowledge and if called as a witness I would
6 testify to them under oath.

7 2. IG was engaged by Thomas Seaman in his capacity as receiver
8 ("Receiver") to market the assets of NHBC to potential overbidders. IG created a
9 targeted list of potential buyers, which included (1) interested parties who
10 previously contacted the Receiver; (2) strategic acquirers in the healthcare industry;
11 (3) private equity groups with platform companies or an expressed interest in
12 healthcare services; and (4) private equity groups interested in businesses of
13 NHBC's size. In total, over 200 entities were targeted and contacted via e-mail and
14 direct phone contact.

15 3. Those who expressed interest were instructed to sign a Non-Disclosure
16 Agreement. Twenty-four (24) Non-Disclosure Agreements were signed, fifteen (15)
17 of which came from parties determined to be financially qualified. Each of the
18 financially qualified potential overbidders have been given access to the same due
19 diligence provided to Premier Healthcare Exchange, Inc., the proposed purchaser.
20

21 I declare under penalty of perjury under the laws of the United States that the
22 foregoing is true and correct.

23 Executed this 1 day of August, 2012, at ORANGE, CALIFORNIA.

24
25 
26 _____
27 ANDY PETERS
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