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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.  
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Case No. SA CV09-0818 DOC (RNBx)

DECLARATION OF LEONARD A.  
RODES IN SUPPORT OF FEE  
APPLICATION OF TRACHTENBERG  
RODES & FRIEDBERG LLP,  
COUNSEL FOR RECEIVERSHIP  
ENTITY MEDICAL CAPITAL  
CORPORATION AND ITS  
AFFILIATES AND SUBSIDIARIES

Date: December 17, 2012  
Time: 8:30 a.m.  
Ctvm: 9D  
Judge: Hon. David O. Carter

1 TRACHTENBERG RODES & FRIEDBERG LLP  
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6 Counsel for Receivership Entity  
7 MEDICAL CAPITAL CORPORATION  
AND ITS AFFILIATES AND SUBSIDIARIES

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

12 SECURITIES AND EXCHANGE  
COMMISSION,

13 Plaintiff,

14 vs.

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

18 Defendants.

Case No. SA CV09-0818 DOC (RNBx)

**DECLARATION OF LEONARD A.  
RODES IN SUPPORT OF FEE  
APPLICATION OF TRACHTENBERG  
RODES & FRIEDBERG LLP,  
COUNSEL FOR RECEIVERSHIP  
ENTITY MEDICAL CAPITAL  
CORPORATION AND ITS  
AFFILIATES AND SUBSIDIARIES**

Date: December 17, 2012  
Time: 8:30 a.m.  
Ctrm: 9D  
Judge: Hon. David O. Carter

21 I, Leonard A. Rodes declare as follows:

22 1. I am a partner with the law firm of Trachtenberg Rodes & Friedberg LLP ("TR&F"),  
23 in New York, New York. My law firm has been retained by Thomas A. Seaman ("Receiver") to act  
24 as, and currently serves as, counsel for Medical Capital Corporation and its affiliates and subsidiaries  
25 ("Medical Capital").

26 2. I submit this declaration in support of TR&F's Fee Application, filed concurrently  
27 herewith, seeking an order authorizing the Receiver to pay TR&F the aggregate amount of the fees  
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1 that, in the Court's orders disposing of TR&F's prior interim fee applications, were allowed and  
2 approved, but not authorized for payment, to wit, \$26,321.00 (the "Holdbacks").

3 3. In October 2009, the Receiver retained TR&F to investigate, research, and foreclose  
4 on any liens Medical Capital may possess on property owned by Parkway Hospital Associates,  
5 including mortgages held by Medical Provider Financial Corporation III in connection with real  
6 property located at 70-35 113<sup>th</sup> Street, Forest Hills, New York 11375 (the "Foreclosure Matter").

7 4. In April 2010, TR&F was also retained to research and address actions by and/or  
8 against Edward Blodnick and his law firm Edward K. Blodnick & Associates, P.C. (the "Blodnick  
9 Matter").

10 5. I have been lead counsel for the Receiver and Medical Capital in both actions, and the  
11 attorney primarily responsible for the supervision of the legal work performed in connection  
12 therewith. I have personally reviewed the billings in this matter and, therefore, have personal  
13 knowledge of the facts stated in this declaration, which I would testify to if called upon to do so.

14 6. I have been practicing law primarily in New York for nearly thirty (30) years and have  
15 extensive experience in, among other things, corporate law, contract law, business torts, commercial  
16 law, real estate, and securities. I earned my undergraduate degree from Princeton University in 1979  
17 and my law degree from Boston University in 1983. I am admitted to practice before all New York  
18 State courts, the U. S. District Courts for the Southern and Eastern Districts of New York, and the  
19 U.S. Court of Appeals for the Third and Fourth Circuits. The other attorney working on the  
20 aforementioned matters is Stephen Arena, an associate at TR&F.

21 7. TR&F associate Steve Arena has been practicing law for over six (6) years and has  
22 experience representing clients in connection with complex commercial litigation, commercial  
23 transactions, structured finance and mortgage loan securitization. Mr. Arena received a Bachelor of  
24 Science in Business Administration from the State University of New York at Albany in 1998, and  
25 his J.D. *cum laude* from Seton Hall University School of Law in 2005. Mr. Arena is admitted to  
26 practice in the state of New York and the U.S. District Courts for the Southern and Eastern Districts  
27 of New York.

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1           8.       At all times, TR&F collected its time charges and expenses in a computer database  
2 under a distinct client-matter number specifically created for its representation of the Receiver and  
3 Medical Capital in connection with the Foreclosure Matter and the Blodnick Matter.

4           9.       We have worked diligently in representing the interests of the Receiver and Medical  
5 Capital. I have staffed each task as efficiently as possible. We were able to achieve very favorable  
6 results for the Receiver in both the Foreclosure Matter and the Blodnick Matter.

7           10.      Our normal hourly rates for attorneys' services are consistent with the rates charged by  
8 other New York City attorneys with similar expertise and experience. Indeed, while hourly rates for  
9 TR&F attorneys have increased twice since the Receiver initially retained the firm in October 2009,  
10 at the Receiver's request, we have frozen the rates charged in the Foreclosure Matter and Blodnick  
11 Matter.

12          11.      Further, at the request of the Receiver, TR&F has either not charged or given a credit  
13 for any time spent on preparation of fee applications, including this one.

14          12.      From inception of TR&F's engagement through April 30, 2012, TR&F devoted  
15 1014.45 hours of time to its work respecting the Foreclosure Matter and the Blodnick Matter,  
16 generating time charges of \$310,581.80, resulting in an effective blended rate of \$306.16 per hour.

17          13.      All of the aforementioned fees were detailed in itemized invoices that were annexed  
18 to, and were the subject of five interim fee applications filed by TR&F in this matter (Docket Nos.  
19 332, 359 (amendment to 332), 482, 568, 621, and 729. I understand that the SEC was able to review,  
20 and did not object to, each of those interim fee applications prior to its submission to the Court.

21          14.      The first of those applications (Docket No. 332), as amended (Docket No. 359),  
22 produced no Holdback (see Docket No. 382 (Order dated 9/13/10)), in consideration of TR&F's offer  
23 to write off 5% of its time charges (\$2,493.25).

24          15.      However, the second through fifth interim fee applications (Docket Nos. 482, 568,  
25 621, and 729) each produced a 10% Holdback of fees. Payment of expenses was authorized in full.

26          16.      The orders granting all five prior interim fee applications are collectively annexed  
27 hereto as Exhibit A.

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**EXHIBIT A**

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UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SOUTHERN DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

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

Defendants.

Case No. SA CV09-0818 DOC (RNBx)

AMENDED ORDER ON FIRST  
INTERIM FEE APPLICATION OF  
TRACHTENBERG RODES &  
FRIEDBERG LLP, COUNSEL FOR  
RECEIVERSHIP ENTITY MEDICAL  
CAPITAL CORPORATION AND ITS  
AFFILIATES AND SUBSIDIARIES

Judge: Hon. David O. Carter

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The Amendment to First Interim Fee Application ("Amendment") of  
Trachtenberg Rodes & Friedberg LLP, Counsel to the Receivership Entity Medical  
Capital Corporation and Its Affiliates and Subsidiaries ("Trachtenberg") came  
before the Court.

The Court, having received and read the Amendment and the previously filed  
First Interim Fee Application, including any supporting declarations and objections  
filed therein, and being so advised in the matter and finding good cause, orders as  
follows:

1 IT IS ORDERED that the First Interim Fee Application of Trachtenberg, as  
2 amended, is allowed and approved in the amount of \$47,371.75 in attorneys' fees  
3 and \$1,789.46 in costs for services performed and costs incurred during the First  
4 Application Period. The Receiver is authorized to pay 100% of the requested fees  
5 discounted and 100% of the requested costs.

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8 Dated: September 13, 2010

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Presented by:  
TRACHTENBERG RODES  
& FRIEDBERG LLP  
  
/s/ Leonard A. Rodes  
Leonard A. Rodes  
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Counsel for Receivership Entity  
Medical Capital Corporation and  
Its Affiliates and Subsidiaries

*David O. Carter*

Hon. David O. Carter  
Judge, United States District Court



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UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SOUTHERN DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,  
  
Plaintiff,  
  
vs.  
  
MEDICAL CAPITAL HOLDINGS, INC.;  
MEDICAL CAPITAL CORPORATION;  
MEDICAL PROVIDER FUNDING  
CORPORATION VI; SIDNEY M. FIELD;  
AND JOSEPH J. LAMPARIELLO,  
  
Defendants.

Case No. SA CV09-0818 DOC (RNBx)  
~~PROPOSED~~ ORDER ON SECOND  
INTERIM FEE APPLICATION OF  
TRACHTENBERG RODES &  
FRIEDBERG LLP, COUNSEL FOR  
RECEIVERSHIP ENTITY MEDICAL  
CAPITAL CORPORATION AND ITS  
AFFILIATES AND SUBSIDIARIES  
  
Date: March 21, 2011  
Time: 8:30 a.m.  
Ctm: 9D  
Judge: Hon. David O. Carter

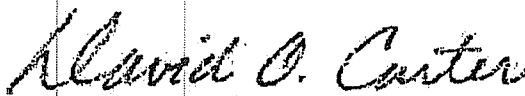
The Second Interim Fee Application of Trachtenberg Rodes & Friedberg LLP ("TR&F"),  
counsel to receivership entity Medical Capital Corporation and its affiliates and subsidiaries  
("Medical Capital") came before the Court.

The Court having received and read the Motion papers and the Fee Application, including any  
supporting declarations and objections filed therein, and being so advised in the matter and finding  
good cause, orders as follows:

IT IS ORDERED that the Second Interim Fee Application of TR&F is allowed and approved  
in the amount of \$67,365.00 in attorneys' fees and \$4,923.28 in costs for services performed and costs

1 incurred during the Second Application Period from July 1, 2010 through January 31, 2011. The  
2 Receiver is authorized to pay 90% of the allowed amount of TR&F's fees, which amount is  
3 \$60,628.50, and to pay 100% of the allowed amount of TR&F's costs, which amount is \$4,923.28,  
4 out of assets of the Receivership Estate.

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7 Dated: April 1, 2011



Hon. David O. Carter  
Judge, United States District Court

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10 Presented by:

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Counsel for Receivership Entity  
Medical Capital Corporation and  
its Affiliates and Subsidiaries

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UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SOUTHERN DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

MEDICAL CAPITAL HOLDINGS,  
INC.; MEDICAL CAPITAL  
CORPORATION; MEDICAL  
PROVIDER FUNDING  
CORPORATION VI; SIDNEY M.  
FIELD; AND JOSEPH J.  
LAMPARIELLO,

Defendants.

Case No. SA CV09-0818 DOC (RNBx)

**ORDER ON THIRD INTERIM FEE  
APPLICATION OF  
TRACHTENBERG RODES &  
FRIEDBERG LLP, COUNSEL FOR  
RECEIVERSHIP ENTITY MEDICAL  
CAPITAL CORPORATION AND ITS  
AFFILIATES AND SUBSIDIARIES  
(DOCKET #568)**

Date: September 12, 2011

Time: 8:30 a.m.

Ctrlm.: 9D

Judge: Hon. David O. Carter

The Third Interim Fee Application of Trachtenberg Rodes & Friedberg LLP ("TR&F"), counsel to receivership entity Medical Capital Corporation and its affiliates and subsidiaries ("Medical Capital") came before the Court. Appearances were noted on the record.

The Court having received and read the Motion papers and the Fee Application, including any supporting declarations and objections filed therein, and being so advised in the matter and finding good cause, orders as follows:

IT IS ORDERED that the Third Interim Fee Application of TR&F is allowed and approved in the amount of \$77,725.00 in attorneys' fees and \$9,838.65 in costs

1 for services performed and costs incurred during the Third Application Period from  
2 February 1, 2011 through May 31, 2011. The Receiver is authorized to pay 90% of  
3 the allowed amount of TR&F's fees, which amount is \$69,952.50, and to pay 100%  
4 of the allowed amount of TR&F's costs, which amount is \$9,838.65, out of assets of  
5 the Receivership Estate.

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7 Dated: September 29, 2011

*David O. Carter*

8 Hon. David O. Carter  
9 Judge, United States District Court

10 Presented by:

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19 Counsel for Receivership Entity  
20 Medical Capital Corporation and  
21 its Affiliates and Subsidiaries  
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UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SOUTHERN DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

MEDICAL CAPITAL HOLDINGS, INC.;  
MEDICAL CAPITAL CORPORATION;  
MEDICAL PROVIDER FUNDING  
CORPORATION VI; SIDNEY M. FIELD;  
AND JOSEPH J. LAMPARIELLO,

Defendants.

Case No. SA CV09-0818 DOC (RNBx)

**ORDER ON FOURTH INTERIM FEE  
APPLICATION OF TRACHTENBERG  
RODES & FRIEDBERG LLP,  
COUNSEL FOR RECEIVERSHIP  
ENTITY MEDICAL CAPITAL  
CORPORATION AND ITS  
AFFILIATES AND SUBSIDIARIES**

Date: February 13, 2012

Time: 8:30 a.m.

Ctrlm: 9D

Judge: Hon. David O. Carter

The Fourth Interim Fee Application of Trachtenberg Rodes & Friedberg LLP ("TR&F"),  
counsel to receivership entity Medical Capital Corporation and its affiliates and subsidiaries  
("Medical Capital") came before the Court. Appearances were noted on the record.

The Court having received and read the Motion papers and the Fee Application, including any  
supporting declarations and objections filed therein, and being so advised in the matter and finding  
good cause, orders as follows:

IT IS ORDERED that the Fourth Interim Fee Application of TR&F is allowed and approved  
in the amount of \$69,230.00 in attorneys' fees and \$8,499.58 in costs for services performed and costs

1 incurred during the Fourth Application Period from June 1, 2011 through November 30, 2011. The  
2 Receiver is authorized to pay 90% of the allowed amount of TR&F's fees, which amount is  
3 \$62,307.00, and to pay 100% of the allowed amount of TR&F's costs, which amount is \$8,499.58,  
4 out of assets of the Receivership Estate.

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7 Dated: February 6, 2012

*David O. Carter*

Hon. David O. Carter  
Judge, United States District Court

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UNITED STATES DISTRICT COURT  
CENTRAL DISTRICT OF CALIFORNIA  
SOUTHERN DIVISION

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

vs.

MEDICAL CAPITAL HOLDINGS, INC.;  
MEDICAL CAPITAL CORPORATION;  
MEDICAL PROVIDER FUNDING  
CORPORATION VI; SIDNEY M. FIELD;  
AND JOSEPH J. LAMPARIELLO,

Defendants.

Case No. SA CV09-0818 DOC (RNBx)

**ORDER ON FIFTH INTERIM FEE  
APPLICATION OF TRACHTENBERG  
RODES & FRIEDBERG LLP,  
COUNSEL FOR RECEIVERSHIP  
ENTITY MEDICAL CAPITAL  
CORPORATION AND ITS  
AFFILIATES AND SUBSIDIARIES [ 729]**

Date: July 9, 2012.

Time: 8:30 a.m.

Ctrlm: 9D

Judge: Hon. David O. Carter

The Fifth Interim Fee Application of Trachtenberg Rodes & Friedberg LLP ("TR&F"),  
counsel to receivership entity Medical Capital Corporation and its affiliates and subsidiaries  
("Medical Capital") came before the Court. Appearances were noted on the record.

The Court having received and read the Motion papers and the Fee Application, including any  
supporting declarations and objections filed therein, and being so advised in the matter and finding  
good cause, orders as follows:

IT IS ORDERED that the Fifth Interim Fee Application of TR&F is allowed and approved in  
the amount of \$48,890.00 in attorneys' fees and \$2,341.10 in costs for services performed and costs

1 incurred during the Fifth Application Period from December 1, 2011 through April 30, 2012. The  
2 Receiver is authorized to pay 90% of the allowed amount of TR&F's fees, which amount is  
3 \$44,001.00, and to pay 100% of the allowed amount of TR&F's costs, which amount is \$2,341.10,  
4 out of assets of the Receivership Estate.

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7 Dated: July 5, 2012

*David O. Carter*  
\_\_\_\_\_  
Hon. David O. Carter  
Judge, United States District Court

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10 Presented by:

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15 Counsel for Receivership Entity  
16 Medical Capital Corporation and  
17 its Affiliates and Subsidiaries  
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