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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. 8:09-cv-0818-DOC (RNBx)

DECLARATION OF THOMAS W. TIFT, III IN SUPPORT OF MOTION FOR ORDER APPROVING (A) SALE OF SOUTHWEST ATLANTA MEDICAL CENTER PROPERTY FREE AND CLEAR OF LIENS, AND (B) REAL ESTATE BROKER'S COMMISSION; MEMORANDUM OF POINTS AND AUTHORITIES

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

1 I, Thomas W. Tift, III, declare as follows:

2 1. I am the President and Chief Executive Officer of HealthAmerica
3 Realty Group, an Atlanta-based real estate firm specializing in medical office
4 buildings and clinic facilities ("HealthAmerica"). I am a licensed real estate broker
5 in the states of California, Georgia, Florida and Texas. I have more than 30 years
6 experience in the medical office building and healthcare real estate industry. The
7 following facts are within my knowledge and if called as a witness I could and
8 would testify to them under oath.

9 2. In June 2011, HealthAmerica was engaged by Thomas Seaman, as
10 Receiver for Georgia Medical Provider Financial Corporation, to market the
11 property located at 501 Fairburn Road SW, Atlanta, Georgia ("Property") for sale.

12 3. HealthAmerica identified approximately 100 potential purchasers of the
13 Property and sent them each a marketing teaser about the opportunity. The Property
14 was also listed on HealthAmerica's website, as well as the major nationwide
15 commercial real estate listing services – LoopNet and Costar.

16 4. HealthAmerica received inquiries from approximately 80 potential
17 purchasers, approximately 20 of whom toured the Property. HealthAmerica
18 received five purchase offers in the following amounts: (a) \$6,000,000;
19 (b) \$2,000,000; (c) \$2,000,000; (d) 5,000,000; and (e) 5,250,000.

20 5. Since the purchase and sale agreement was signed with 1161 Ridge
21 Avenue, LLC, and its assignee Arberg Properties, LLC, HealthAmerica has
22 continued to market the Property in an effort to promote overbidding at the auction.

23 6. Commercial real estate has generally declined in value since 2009.
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I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this 13th day of November, 2012, at Atlanta, ~~California~~ ^{Georgia}



THOMAS W. TIFT, III