IN THE UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLUMBIA

In re:	)	Chapter 11
GREATER SOUTHEAST COMMUNITY HOSPITAL CORPORATION I, *et al.*,	)	Case No. 02-2250 (SMT) Jointly Administered
Debtors.	)	

DECLARATION OF BRUNO BARBARO IN CONNECTION WITH MOTION FOR COURT APPROVAL OF STIPULATION AND ORDER RESOLVING CURE CLAIM OF UNIVERSAL CARE, INC.

I, Bruno Barbaro, declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the following statements are true and correct to the best of my knowledge:

1. I am over the age of 18 and am competent to testify to the matters set forth herein. I am employed as legal counsel by Pacifica of the Valley Corporation, one of the debtors in the above-captioned jointly administered cases. I have personal knowledge of the facts stated in this Declaration, some of which I have obtained from my review of records maintained by Pacifica in the ordinary course of its business.

2. Pacific Optima, LLC ("POLLC"), was formed as a California limited liability company on December 26, 1995, as reflected in the Articles of Organization. Attached hereto as Exhibit A is a copy of POLLC's Articles of Organization on file with the California Secretary of State.

3. Pacifica Hospital of the Valley Corporation was formed under the laws of the State of Delaware on December 3, 1996. It corrected its name to Pacifica of the Valley Corporation ("Pacifica") on December 18, 1996. Attached hereto, collectively, as Exhibit B are true copies of (a) a Certificate of Incorporation, and (b) a Certificate of Name Change, reflecting

the actions described in the preceding sentence.[1] Doctors Community Healthcare Corporation ("DCHC"), another of the debtors in the above-captioned jointly administered cases, is the owner of a controlling portion of the stock of Pacifica.

4. Capital America Healthcare Corporation ("CAHC"), whom I understand to be the predecessor by merger and name change of DCHC, and Pacific Optima Partners, a California limited partnership ("POP"), entered into an Asset Purchase Agreement, dated as of December 30, 1996 (the "APA"), pursuant to which POP agreed to sell certain of its assets to CAHC. A true copy of the APA (with Schedules 3.9 and 3.18(a)) is attached hereto as Exhibit C. The assets (collectively, the "Assets") to be sold included, among others, the following assets owned by POP: (a) Pacifica Hospital of the Valley (the "Hospital"); and (b) POP's tangible and intangible interests pertaining to and used in connection with POP's business of owning assets in connection with and operating POLLC. POLLC was described in POP's financial statements as an "employee leasing company." A true copy of certain excerpts from POP's 1996 Financial Statements is attached hereto as Exhibit D.

5. CAHC's purchase of the Assets closed on or about January 17, 1997. In connection with the closing, CAHC identified Pacifica as its designee to receive the Assets conveyed by CAHC. Attached hereto as Exhibit E is a true copy of the deed reflecting the conveyance of the Hospital from CAHC to Pacifica.

6. On January 15, 1997, and pursuant to an Assignment and Assumption of Limited Liability Company Interest, POP and Pacific Optima Hospital Management, Inc., assigned their membership interests in POLLC to Pacifica and Paul R. Tuft, respectively, with Pacifica owning

[1] I am informed that Universal Care will have certified copies of these corporate documents for introduction into evidence at the hearing on November 2, 2005.

99.9 percent and Tuft owning .1 percent of the membership interests in POLLC after the assignment. Attached hereto, together, as Exhibit F are true copies of the Assignment and Assumption of Limited Liability Company Interest and Amendment to the Assignment and Assumption of Limited Liability Company Interest Dated January 15, 1997.

Dated: September 30, 2005

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