

STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE

IN THE MATTER OF:)
)
Local Government Center, Inc., et al.) C-2011000036
)
RESPONDENTS)

**PROPERTY-LIABILITY TRUST'S MOTION FOR PRESIDING OFFICER TO
APPROVE REAL ESTATE STOCK TRANSFER**

Property-Liability Trust, Inc. ("PLT") moves for the Presiding Officer to approve the sale of 449 shares of Center at Triangle Park, Inc. ("CTP") real estate stock from PLT to HealthTrust, Inc. In support of its motion, PLT states as follows:

1. Consistent with the Termination Agreement dated June 3, 2014, on June 6, 2014, PLT paid HealthTrust \$17.1 million, of which approximately \$15.4 million was cash and approximately \$1.7 million was in real estate stock. Stipulated Facts ¶¶ 48. The cash and the real estate stock were transferred to HealthTrust in satisfaction of the \$17.1 million repayment obligation from PLT to HealthTrust directed by the Final Order.

2. The parties dispute whether the Final Order required that a real estate transfer intended to satisfy a financial obligation under the Final Order required the assent of the New Hampshire Bureau of Securities Regulation ("BSR"). Stipulated Facts ¶¶ 48. The BSR did not and does not assent to the transfer of real estate. *Id.*

3. Although the parties dispute whether a portion of PLT's \$17.1 million repayment obligation to HealthTrust directed by the Final Order could be satisfied by the real estate stock, by letter dated July 8, 2014, PLT requested the BSR's approval of an amendment to the Termination Agreement pursuant to which the real estate stock transfer took place that would result in (a) HealthTrust returning the transferred shares of the real estate stock to PLT, (b) PLT

selling the shares to HealthTrust in exchange for \$1,700,891, and (c) PLT then paying HealthTrust \$1,700,891. In light of the upcoming hearing on the merits, PLT requested a response from the BSR by July 11, 2014.

4. Although the BSR's counsel has expressed dissatisfaction about PLT's request to HealthTrust's counsel, the BSR has not responded to PLT. Consequently, PLT seeks the Presiding Officer's approval for the following real estate stock transfer and related action:

- a. HealthTrust will return to PLT the previously transferred 448 shares of stock in Center at Triangle Park, Inc. ("CTP");
- b. PLT will sell all 449 of its shares in CTP to HealthTrust for \$1,634,462; and
- c. PLT will pay HealthTrust the proceeds received from the sale of the CTP stock, \$1,634,462, plus an additional \$68,942 in cash in satisfaction of the \$17.1 million repayment obligation.

5. The real estate stock value is based on the net book value of the stock as of December 31, 2013 adjusted for the fair market value of the real estate as determined by appraisals performed in March 2014. *See* Attachment A.

WHEREFORE, Property-Liability Trust, Inc. respectfully requests that the Presiding Officer:

- A. Grant the instant Motion to Approve Real Estate Stock Transfer; and
- B. Grant such additional relief as justice requires.

Respectfully submitted,

PROPERTY-LIABILITY TRUST, INC.

By Its Attorneys,

Dated: July 17, 2014

/s/ Patrick C. Closson
Patrick C. Closson, NH Bar #13832
McLane, Graf, Raulerson & Middleton
Professional Association
900 Elm Street
Manchester, NH 03105
(603) 625-6464
bruce.felmly@mclane.com

CERTIFICATE OF SERVICE

I certify that I have forwarded copies of this pleading to counsel of record via email on this 17th day of July, 2014.

/s/ Patrick Closson
Patrick Closson