FILED

DEC 5 - 2003

Denise H. Curtis, Clerk
U.S. Bankruptcy Court for D.C.

VOTING INSTRUCTIONS

General Instructions

1. This Ballot is submitted to you to solicit your vote to accept the Joint Plan of Reorganization pursuant to chapter 11 of the Bankruptcy Code (the "Plan") of Greater Southeast Community Hospital Corporation I, et al. (collectively, the "Debtors") that is described in the Debtors' Joint Disclosure Statement Pursuant to section 1125 of the Bankruptcy Code (the "Disclosure Statement"). All capitalized terms used, but not defined herein or in the Ballot, have the meaning ascribed to such terms in the Plan or Disclosure Statement.

2. **PLEASE READ THESE VOTING INSTRUCTIONS, THE PLAN, AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THE BALLOT.**

Voting and Non-Voting Classes

3. As set forth in detail in the Plan and in the Disclosure Statement:

   a. Classes 1 and 2 are unimpaired and, accordingly, are deemed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code;

   b. Classes 13 and 14 are impaired, but holders of such interests are receiving no distributions under the Plan and, thus, are deemed to have rejected the Plan pursuant to section 1126(g) of the Bankruptcy Code; and

   c. Classes 3, 4, 5, 6, 7, 8, 9, 10, 11, and 12 are impaired and are receiving distributions under the Plan and, therefore, the Debtors will solicit acceptances from holders of claims in these Classes only (collectively, the "Voting Classes").

      i. Class 6 (Medical Malpractice Claims) is unimpaired under the Recapitalization Proposal if it is the Winning Bid. Class 6 is otherwise impaired. Accordingly, if the Recapitalization Proposal is the Winning Bid, Class 6 will be unimpaired and deemed to have voted to accept the Plan, notwithstanding any ballots cast.

Voting Procedures

4. The Debtors are providing Solicitation Packages containing, among other things, copies of the Plan, Disclosure Statement, and Ballots to all record holders of claims in the Voting Classes as of November 28, 2003 (the "Record Date").

5. If no return envelope was enclosed with the Disclosure Statement and Ballot, please contact Bankruptcy Management Corporation ("BMC") (the "Voting Agent") at (888) 909-0100 (Toll Free) for instructions for returning your completed and executed Ballot.

6. With respect to holders of claims in the Voting Classes:

   a. Holders of such claims can vote by completing the Ballot, signing it, and returning it to the Voting Agent on or before **January 6, 2004 at 5:00 p.m. Prevailing Pacific Time** (the "Voting Deadline") to ensure that the Ballot is actually received by the Voting Agent.

   b. Ballots should be sent to the Voting Agent at one of the following addresses:

By Mail or Overnight Delivery
Bankruptcy Management Corporation
Voting Agent for Doctors Community Healthcare Corporation
P.O. Box 903
El Segundo, CA 90245-0903

OR

By Hand Delivery
Bankruptcy Management Corporation
Voting Agent for Doctors Community Healthcare Corporation
1330 E. Franklin Avenue
El Segundo, CA 90245

c. In order to be counted, your Ballot must be actually received by the Voting Deadline. Any Ballot received after the Voting Deadline will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected unless the Debtors shall have granted in writing an extension of the Voting Deadline with respect to such Ballot.

d. The Voting Agent will not accept Ballots by facsimile transmission.

Tabulation Procedures for All Voting Classes

7. The Bankruptcy Court has established the following procedures regarding the tabulation of votes cast with respect to the Plan:

a. A vote may be disregarded if the Bankruptcy Court determines, after notice and a hearing, that a vote was not solicited or procured in good faith or in accordance with the provisions of the Bankruptcy Code;

b. All votes to accept or reject the Plan must be cast by using the appropriate Ballot utilizing these Voting Instructions, and votes that are cast in any other manner shall not be counted;

c. A holder of claims in more than one (1) class or subclass must use separate Ballots for each class of claims;

d. A holder of claims shall be deemed to have voted the full amount of its claim in each class and shall not be entitled to split its vote within a particular class;

e. The following Ballots will not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

i. Any Ballot that does not indicate an acceptance or rejection of the Plan;

ii. Any Ballot received after the Voting Deadline unless the Debtors shall have granted in writing an extension of the Voting Deadline with respect to such Ballot;

iii. Any Ballot that is illegible or contains insufficient information to permit identification of the claimant;

iv. Any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan;

v. Any Ballot cast for a claim scheduled as unliquidated, contingent, or disputed for which no proof of claim was timely filed;

vi. Any unsigned Ballot; and

vii. Any Ballot transmitted to BMC by facsimile transmission.

f. Ballots that are properly completed, executed, and timely returned to BMC, but partially accept and partially reject the Plan, or indicate both an acceptance and rejection of the Plan, will not be counted as votes ~~in favor of acceptance of~~to accept or reject the Plan;

g. If a holder of claims casts more than one (1) Ballot voting the same claim prior to the Voting Deadline, only the latest dated Ballot received by the Voting Agent shall be counted; and

h. If a holder of claims casts Ballots received by the Voting Agent which bear the same date, but which are voted inconsistently, such Ballots shall be deemed to constitute an acceptance of the Plan.

8. The Debtors, in writing, may extend the Voting Deadline in their discretion and without further notice.

9. Any entity entitled to vote to accept or reject the Plan may change its vote before the Voting Deadline by casting a superseding Ballot so that it is received on or before such deadline.

10. If a claim is contingent, unliquidated, or disputed and a proof of claim was not (a) filed by the applicable bar date for the filing of proofs of claim established by the Court or (b) deemed timely filed by an order of the Court prior to the Voting Deadline, unless the Debtors have consented in writing, such claim shall be disallowed for voting purposes and not for purposes of allowance and distribution; and if the Debtors, the Creditors' Committee or any other party in interest have served an objection to a claim ~~at least ten (10) days before the Voting Deadline,~~by December 19, 2003, such claim shall be temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except to the extent and in the manner as may be set forth in the objection, provided however, that, if any creditor seeks to challenge the allowance of its claim for voting purposes in accordance with the above procedures, such creditor shall serve on counsel for each of the Debtors, the Creditors' Committee, the NCFE Entities, HCRI, Medline, the Recapitalization Proponents and the United States Trustee at their addresses as identified in the Confirmation Hearing Notice, and file with the Court, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim in a different amount for purposes of voting to accept or reject the Plan by **December ~~29~~30, 2003**. As to any creditor filing such a motion, such creditor's Ballot shall not be counted unless temporarily allowed by the Court for voting purposes, ~~after notice and a hearing~~pursuant to a hearing at the Confirmation Hearing, and such creditor shall be prepared to submit its Ballot at the Confirmation Hearing upon the Court's announcing its ruling.

11. Nothing in these voting procedures limits the right or ability of the Debtors or the Creditors' Committee or any creditor to have a claim estimated pursuant to section 502(c) of the Bankruptcy Code.

Questions

12. If you have any questions regarding your Ballot or these voting instructions, please call the Voting Agent, BMC, at (888) 909-0100 (Toll Free).

Document comparison done by DeltaView on Thursday, December 04, 2003 19:33:31

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Format changed	0
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UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLUMBIA

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

BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE

BALLOT FOR VOTING CLASS 3: HCRI SENIOR SECURED CLAIMS

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), have filed a Joint Plan of Reorganization pursuant to chapter 11 of the Bankruptcy Code, dated October 24, 2003, and an Amended Joint Plan of Reorganization pursuant to chapter 11 of the Bankruptcy Code, dated November 28, 2003 (the "Plan"). The Plan is attached as an exhibit to the Debtors' Disclosure Statement pursuant to section 1125 of the Bankruptcy Code, dated November 28, 2003 (the "Disclosure Statement"), which accompanies this Ballot. If you are, as of November 28, 2003, the holder of unpaid HCRI Senior Secured Claims (as defined in the Plan) which arose prior to the commencement of the Debtors' chapter 11 cases (the "Petition Date"), please use this Ballot to cast your vote to accept or reject the Plan. The Bankruptcy Court has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you do not have a Disclosure Statement, you may obtain a copy by contacting the Debtors' Voting Agent, Bankruptcy Management Corporation ("BMC"), at (888) 909-0100 (Toll Free).

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan. All of your HCRI Senior Secured Claims have been placed in Class 3 under the Plan. If you hold claims in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each class of claims.

VOTING DEADLINE: 5:00 P.M. PREVAILING PACIFIC TIME ON JANUARY 6, 2004.

If your ballot is not received by the Debtors' Voting Agent, BMC, on or before the Voting Deadline, and such deadline is not extended in writing by the Debtors, your vote will not count as either an acceptance or rejection of the Plan.

Ballots will not be accepted by facsimile transmission.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

The Plan contains various releases in favor of, among others, current officers and directors of the Debtors. Please note that, by voting in favor of the Plan, you will be deemed to have waived any direct claims that you might have against these officers and directors related to the Debtors. You are urged to read the release provisions of the Plan carefully.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):

1. COMPLETE ITEM 1 AND ITEM 2.
2. REVIEW THE CERTIFICATION CONTAINED IN ITEM 3.
3. **SIGN THE BALLOT**.
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
5. YOU MUST VOTE THE FULL AMOUNT OF ALL HCRI SENIOR SECURED CLAIMS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY *NOT* SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR A REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL ~~BE DEEMED AN ACCEPTANCE OF THE PLAN.~~NOT BE COUNTED.

Item 1. ***Amount of Claims Voted.*** The undersigned certifies that as of November 28, 2003, the undersigned held HCRI Senior Secured Claims in the following aggregate unpaid amount, which arose prior to the Petition Date.

Insert the amount in the box below:

$

Item 2. ***Vote.*** The holder of the HCRI Senior Secured Claims identified in Item 1 votes as follows:

Check one box only—if you do not check a box, your vote will be counted as an acceptance; if you check both boxes, your vote will be counted as an acceptance.

☐ to **Accept** the Plan OR ☐ to **Reject** the Plan

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Item 3. ***Certification.*** By returning this Ballot, the holder of the HCRI Senior Secured Claims identified in Item 1 certifies that: (a) this Ballot is the only Ballot submitted for its HCRI Senior Secured Claims; (b) it has full power and authority to vote to accept or reject the Plan; (c) it was the holder of the HCRI Senior Secured Claims described in Item 1 as of November 28, 2003; and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

Name of Creditor :_____
(Print or Type)

Social Security or Federal Tax ID. No.:_____
(Optional)

Signature:_____

Print Name:_____

Title:_____
(If Appropriate)

Street Address: _____

City, State, Zip Code:_____

Telephone Number:_( )_____

Date Completed:_____

This Ballot shall not constitute or be deemed a proof of claim, an assertion of a claim, or the allowance of a claim.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds (2/3) in amount and more than one-half (1/2) in number of the claims in each impaired class of claims that vote on the Plan, and if the Plan otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes of claims rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

TO HAVE YOUR VOTE COUNTED, YOU MUST PROMPTLY COMPLETE, SIGN, AND RETURN THIS BALLOT TO THE VOTING AGENT, BMC, BY 5:00 P.M. PREVAILING PACIFIC TIME, ON JANUARY 6, 2004.

By Mail or Overnight Delivery
Bankruptcy Management Corporation
Voting Agent for Doctors Community Healthcare Corporation
P.O. Box 903
El Segundo, CA 90245-0903

OR

By Hand Delivery
Bankruptcy Management Corporation
Voting Agent for Doctors Community Healthcare Corporation
1330 E. Franklin Avenue
El Segundo, CA 90245

IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, BMC, AT (888) 909-0100 (TOLL FREE).

Document comparison done by DeltaView on Thursday, December 04, 2003 19:38:38

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Style change	
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Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

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Insertions	5
Deletions	5
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	10

UNITED STATES BANKRUPTCY COURT
DISTRICT OF COLUMBIA

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

BALLOT FOR ACCEPTING OR REJECTING DEBTORS' JOINT PLAN OF REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE

BALLOT FOR VOTING CLASS 4: MEDLINE SENIOR SECURED CLAIMS

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), have filed a Joint Plan of Reorganization pursuant to chapter 11 of the Bankruptcy Code, dated October 24, 2003, and an Amended Joint Plan of Reorganization pursuant to chapter 11 of the Bankruptcy Code, dated November 28, 2003 (the "Plan"). The Plan is attached as an exhibit to the Debtors' Disclosure Statement pursuant to section 1125 of the Bankruptcy Code, dated November 28, 2003 (the "Disclosure Statement"), which accompanies this Ballot. If you are, as of November 28, 2003, the holder of unpaid Medline Senior Secured Claims (as defined in the Plan) which arose prior to the commencement of the Debtors' chapter 11 cases (the "Petition Date"), please use this Ballot to cast your vote to accept or reject the Plan. The Bankruptcy Court has approved the Disclosure Statement, which provides information to assist you in deciding how to vote on the Plan. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court. If you do not have a Disclosure Statement, you may obtain a copy by contacting the Debtors' Voting Agent, Bankruptcy Management Corporation ("BMC"), at (888) 909-0100 (Toll Free).

IMPORTANT

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your claim or claims under the Plan. All of your Medline Senior Secured Claims have been placed in Class 4 under the Plan. If you hold claims in more than one class under the Plan, you will receive a Ballot for each class in which you are entitled to vote and must complete a separate Ballot for each class of claims.

VOTING DEADLINE: 5:00 P.M. PREVAILING PACIFIC TIME ON JANUARY 6, 2004.

If your ballot is not received by the Debtors' Voting Agent, BMC, on or before the Voting Deadline, and such deadline is not extended in writing by the Debtors, your vote will not count as either an acceptance or rejection of the Plan.

Ballots will not be accepted by facsimile transmission.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

The Plan contains various releases in favor of, among others, current officers and directors of the Debtors. Please note that, by voting in favor of the Plan, you will be deemed to have waived any direct claims that you might have against these officers and directors related to the Debtors. You are urged to read the release provisions of the Plan carefully.

This Ballot is *not* a letter of transmittal and may *not* be used for any purpose other than to cast votes to accept or reject the Plan.

HOW TO VOTE (AS MORE FULLY SET FORTH IN THE ATTACHED VOTING INSTRUCTIONS):

1. COMPLETE ITEM 1 AND ITEM 2.
2. REVIEW THE CERTIFICATION CONTAINED IN ITEM 3.
3. **SIGN THE BALLOT.**
4. RETURN THE BALLOT IN THE PRE-ADDRESSED POSTAGE-PAID ENVELOPE (SO THAT IT IS RECEIVED BEFORE THE VOTING DEADLINE).
5. YOU MUST VOTE THE FULL AMOUNT OF ALL MEDLINE SENIOR SECURED CLAIMS *EITHER* TO ACCEPT *OR* TO REJECT THE PLAN AND MAY *NOT* SPLIT YOUR VOTE.
6. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR A REJECTION OF THE PLAN, OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION OF THE PLAN, WILL ~~BE DEEMED AN ACCEPTANCE OF THE PLAN.~~ NOT BE COUNTED.

Item 1. ***Amount of Claims Voted.*** The undersigned certifies that as of November 28, 2003, the undersigned held Medline Senior Secured Claims in the following aggregate unpaid amount, which arose prior to the Petition Date.

Insert the amount in the box below:

$

Item 2. ***Vote.*** The holder of the Medline Senior Secured Claims identified in Item 1 votes as follows:

Check one box only—if you do not check a box, your vote will be counted as an acceptance; if you check both boxes, your vote will be counted as an acceptance.

☐ to **Accept** the Plan OR ☐ to **Reject** the Plan

YOUR RECEIPT OF THIS BALLOT DOES NOT SIGNIFY THAT YOUR CLAIM HAS BEEN OR WILL BE ALLOWED.

Item 3. ***Certification.*** By returning this Ballot, the holder of the Medline Senior Secured Claims identified in Item 1 certifies that: (a) this Ballot is the only Ballot submitted for its Medline Senior Secured Claims; (b) it has full power and authority to vote to accept or reject the Plan; (c) it was the holder of the Medline Senior Secured Claims described in Item 1 as of November 28, 2003; and (d) it has received a copy of the Disclosure Statement (including the exhibits thereto) and understands that the solicitation of votes for the Plan is subject to all of the terms and conditions set forth in the Disclosure Statement and Plan.

Name of Creditor :_____
(Print or Type)

Social Security or Federal Tax ID. No.:_____
(Optional)

Signature:_____

Print Name:_____

Title:_____
(If Appropriate)

Street Address: _____

City, State, Zip Code:_____

Telephone Number:_(___)_____

Date Completed:_____

This Ballot shall not constitute or be deemed a proof of claim, an assertion of a claim, or the allowance of a claim.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding upon you if it is accepted by the holders of at least two-thirds (2/3) in amount and more than one-half (1/2) in number of the claims in each impaired class of claims that vote on the Plan, and if the Plan otherwise satisfies the requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court may nonetheless confirm the Plan if it finds that the Plan provides fair and equitable treatment to, and does not discriminate unfairly against, the class or classes of claims rejecting it, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

TO HAVE YOUR VOTE COUNTED, YOU MUST PROMPTLY COMPLETE, SIGN, AND RETURN THIS BALLOT TO THE VOTING AGENT, BMC, BY 5:00 P.M. PREVAILING PACIFIC TIME, ON JANUARY 6, 2004.

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IF YOU HAVE ANY QUESTIONS REGARDING THIS BALLOT OR THE VOTING PROCEDURES, OR IF YOU NEED A BALLOT OR ADDITIONAL COPIES OF THE DISCLOSURE STATEMENT OR OTHER ENCLOSED MATERIALS, PLEASE CALL THE VOTING AGENT, BMC, AT (888) 909-0100 (TOLL FREE).