UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re WATTSHealth Foundation, Inc., dba UHP Healthcare, a California not-for-profit corporation, Debtor. Tax I.D. No. 95-2623688	Case No. LA 05-22627-TD Chapter 11 **Confirmation Hearing:** Date: May 2, 2007 Time: 11:00 a.m. Place: Roybal Federal Bldg. Courtroom 1345 255 E. Temple Street Los Angeles, CA 90012

AFFIDAVIT OF BALLOTING AGENT REGARDING SOLICITATION AND TABULATION OF VOTES IN CONNECTION WITH THE DEBTOR'S FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION DATED MARCH 2, 2007

I, Myrtle H. John, state as follows:

1. I am over eighteen years of age and not a party to the above-captioned action. I believe the statements contained herein are true based on my personal knowledge. I am an employee of BMC Group, Inc. ("BMC") and my business address is 1330 East Franklin Avenue, El Segundo, CA 90245.

2. Unless otherwise defined herein, terms capitalized in this declaration have the same meaning as given in the Debtor's First Amended Chapter 11 Plan of Reorganization Dated March 2, 2007 (the "Plan"), or the Order (I) Approving Disclosure Statement; (2) Scheduling Hearing on Confirmation of Debtor's Chapter 11 Plan and Establishing Certain Deadlines in

Connection Therewith; and (3) Approving Certain Forms and Procedures in Connection with Plan Solicitation and Confirmation Hearing (the "Order") [Docket # 819, filed March 6, 2007].

3. Pursuant to the Order (A) Fixing Procedures for Providing Certain Notices and Processing Proofs of Claim, and (B) Authorizing Debtor to Retain and Compensate BMC Group as Noticing Agent and Proofs of Claim Agent [Docket # 95, filed July 19, 2005], BMC was retained for, among other purposes, managing the claims register and providing noticing services for the Debtor. Pursuant to the Order, BMC was designated as Balloting Agent for solicitation, and tabulation of votes in furtherance of Plan confirmation.

4. I make this affidavit to disclose actions taken by BMC in its capacity of "Balloting Agent" in connection with the Plan.

5. The Plan and the Order served as BMC's guide for solicitation and the tabulation of votes to accept or reject the Plan.

6. Pursuant to the Order, the Voting Deadline was established as April 13, 2007, at 4:00 p.m. Pacific Time. All timely received Ballots were reviewed in accordance the procedures approved in the Order. Additionally, at the request of the Debtor, all Ballots received through April 20, 2007 were reviewed, counted, and marked as "Late Filed" (the "Late Filed Ballots").

7. Class 5 (United Bank Secured Claim) and Class 8 (Allowed Convenience Class Claims) are unimpaired under the Plan and, therefore, were not solicited to vote on the Plan because any creditors in such classes are conclusively presumed by the Bankruptcy Code to accept the Plan pursuant to 11 U.S.C. § 1126(f).

8. Below is a summary of the impaired classes entitled to vote and the voting tabulation (excluding any Late Filed Ballots).

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class 1 Other Priority Claims	17 94.44%	$192,272.26 100.00%	1 5.56%	$0.00 0.00%
Class 2 Allowed Merrill Lynch Secured Claim	No ballots were received and voted in this class			
Class 3 Allowed Secured Property Tax Claims	No ballots were received and voted in this class			
Class 4 DIR Secured Claims	No ballots were received and voted in this class			
Class 6 Other Secured Claims	3 100.00%	$2,800.00 100.00%	0 0.00%	$0.00 0.00%
Class 7 Allowed General Unsecured Claims	44 97.78%	$33,617,871.53 99.97%	1 2.22%	$8,438.06 0.03%

9. Below is a summary of the impaired classes entitled to vote and the voting tabulation (including any Late Filed Ballots received by April 20, 2007):

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class 1 Other Priority Claims	17 94.44%	$192,272.26 100.00%	1 5.56%	$0.00 0.00%
Class 2 Allowed Merrill Lynch Secured Claim	No ballots were received and voted in this class			
Class 3 Allowed Secured Property Tax Claims	No ballots were received and voted in this class			
Class 4 DIR Secured Claims	No ballots were received and voted in this class			
Class 6 Other Secured Claims	3 100.00%	$2,800.00 100.00%	0 0.00%	$0.00 0.00%
Class 7 Allowed General Unsecured Claims	46 95.83%	$33,981,323.31 95.73%	2 4.17%	$1,514,934.36 4.27%

10. Attached hereto as Exhibit A is a tabulation report that provides both summary and detail of all ballots received through April 20, 2007. Ballots received after the April 13, 2007 Voting Deadline are identified by the comment "Late Filed" on Exhibit A.

11. With or without the inclusion of the Late Filed Ballots, all classes entitled to vote on the Plan in which any votes were cast voted to accept the Plan pursuant to the requirements set forth in 11 U.S.C. § 1126(c).

12. All Ballots received by BMC are stored at BMC's Los Angeles office located at 1330 East Franklin Ave., El Segundo, California 90245, and are available for inspection by the Court or any party in interest.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: April 24, 2007
El Segundo, California

Myrtle H. John

State of California)
)
County of Los Angeles)

Personally appeared before me on this 24 day of April 2007, Myrtle H. John, an individual, known to me to be the person who executed the foregoing instrument and acknowledged the same.

JAMES H. MYERS
Commission # 1589628
Notary Public - California
Los Angeles County
My Comm. Expires Jul 19, 2009

EXHIBIT A

BALLOT TABULATION REPORT
SUMMARY
In Re: UHP Healthcare

	Ballot Counts							Ballot Amounts						
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
1	17	94.44%	1	5.56%	18	0	18	$192,272.26	100.00%	$0.00	0.00%	$192,272.26	$0.00	$192,272.26
2	0	--	0	--	0	0	0	$0.00	--	$0.00	--	$0.00	$0.00	$0.00
3	0	--	0	--	0	0	0	$0.00	--	$0.00	--	$0.00	$0.00	$0.00
4	0	--	0	--	0	0	0	$0.00	--	$0.00	--	$0.00	$0.00	$0.00
6	3	100.00%	0	0.00%	3	0	3	$2,800.00	100.00%	$0.00	0.00%	$2,800.00	$0.00	$2,800.00
7	46	95.83%	2	4.17%	48	29	77	$33,981,323.31	95.73%	$1,514,934.36	4.27%	$35,496,257.67	$176,363.81	$35,672,621.48

Class	Description
1	Other Priority Claims
2	Allowed Merrill Lynch Secured Claim
3	Allowed Secured Property Tax Claims
4	DIR Secured Claims
6	Allowed Other Secured Claims
7	Allowed General Unsecured Claims

In Re: UHP Healthcare

BALLOT TABULATION REPORT

Plan Class 1: Other Priority Claims

Ballot Counts							Ballot Amounts					
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
1	17	94.44%	1	5.56%	18	0	18	$192,272.26	100.00%	$0.00	0.00%	$192,272.26	$0.00	$192,272.26

				Accepting		Rejecting			
Ctrl. No.	Ref No.	Creditor Name	Total Amount	Amount	Votes	Amount	Votes	Excluded	Comments
23	249	ANTELOPE VALLEY SURGICAL	$369.03	$369.03	1				
19	620	ASM CAPITAL LP	$76,956.02	$76,956.02	1				
39	411	AZINGE-OKONKWO, MEZIA	$0.00	$0.00	1				
55	903	CARDIOLOGY MEDICAL GROUP OF SO	$79.32	$79.32	1				Ballot did not indicate an acceptance or rejection of the Plan
56	900	CARDIOLOGY MEDICAL GROUP OF SOLA	$0.00	$0.00	1				
2	2	CREATIVE HEALTHCARE SOLUTIONS	$7,200.00	$7,200.00	1				
13	1090	DHIA ALWARDI MD INC	$650.00	$650.00	1				
28	445	HAIN CAPITAL HOLDINGS LLC	$86,971.69	$86,971.69	1				
34	97	HAYWOOD, JOE	$0.00			$0.00	1		
32	1431	HERITAGE REHABILITATION CENTER	$1,435.00	$1,435.00	1				
31	281	HUNKELER EYE INSTITUTE	$266.19	$266.19	1				
15	143	KALATA, BEATRICE C	$5,000.00	$5,000.00	1				
21	11	LANDS` END	$204.51	$204.51	1				
10	460	LOPANSRI MD, SUMALA	$2,115.00	$2,115.00	1				
26	373	PAN MD, WEN KUEI	$187.50	$187.50	1				
53	902	ROSE, ROBERT	$0.00	$0.00	1				
88	1084	ROTH MD, BRADLEY	$10,638.00	$10,638.00	1				
33	379	TSENG, HENRY R	$200.00	$200.00	1				

Plan Class 2: Allowed Merrill Lynch Secured Claim

Ballot Counts						Ballot Amounts				
Class	Accepted	Rejected	Total Counted	Total Excluded	Total Received	Accepted	Rejected	Total Counted	Total Excluded	Total Received
2	0 --	0 --	0	0	0	$0.00 --	$0.00 --	$0.00	$0.00	$0.00

Plan Class 3: Allowed Secured Property Tax Claims

Ballot Counts						Ballot Amounts				
Class	Accepted	Rejected	Total Counted	Total Excluded	Total Received	Accepted	Rejected	Total Counted	Total Excluded	Total Received
3	0 --	0 --	0	0	0	$0.00 --	$0.00 --	$0.00	$0.00	$0.00

Plan Class 4: DIR Secured Claims

Ballot Counts						Ballot Amounts				
Class	Accepted	Rejected	Total Counted	Total Excluded	Total Received	Accepted	Rejected	Total Counted	Total Excluded	Total Received
4	0 --	0 --	0	0	0	$0.00 --	$0.00 --	$0.00	$0.00	$0.00

Plan Class 6: Allowed Other Secured Claims

Ballot Counts							Ballot Amounts						
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
6	3	100.00%	0	0.00%	3	0	3	$2,800.00	100.00%	$0.00	0.00%	$2,800.00	$0.00	$2,800.00

				Accepting			Rejecting			
Ctrl. No.	Ref No.	Creditor Name	Total Amount	Amount	Votes		Amount	Votes	Excluded	Comments
41	411	AZINGE-OKONKWO, MEZIA	$0.00	$0.00	1					
46	964	BELLA VISTA IPA	$0.00	$0.00	1					
35	379	TSENG, HENRY R	$2,800.00	$2,800.00	1					

Plan Class 7: Allowed General Unsecured Claims

Ballot Counts							Ballot Amounts					
Class	Accepted		Rejected		Total Counted	Total Excluded	Total Received	Accepted		Rejected		Total Counted	Total Excluded	Total Received
7	46	95.83%	2	4.17%	48	29	77	$33,981,323.31	95.73%	$1,514,934.36	4.27%	$35,496,257.67	$176,363.81	$35,672,621.48

				Accepting		Rejecting				
Ctrl. No.	Ref No.	Creditor Name	Total Amount	Amount	Votes	Amount	Votes	Excluded	Conv Class Elect	Comments
24	485	ABRAHAMS, PEZ	$0.00	$0.00	1			X	X	Moved to Class 8 per Convenience Class Election
37	909	AC HOME HEALTH PRIVATE DEPT	$31,406.36	$31,406.36	1					
51	98	AGMG ENDOSCOPY CENTER	$4,906.89	$4,906.89	1			X	X	Moved to Class 8 per Convenience Class Election
50	280	ALL CITIES ORTHOPEDIC INC	$11,167.95	$11,167.95	1			X	X	Moved to Class 8 per Convenience Class Election
60	s11121	AMERICAN EXPRESS TRAVEL	$3,344.70			$3,344.70	1	X	X	Moved to Class 8 per Convenience Class Election
64	1350	ANTELOPE VALLEY HOSPITAL	$76,805.55	$76,805.55	1					
9	s13792	ARGO PARTNERS	$2,825.42	$2,825.42	1			X	X	Moved to Class 8 per Convenience Class Election
20	s13810	ASM CAPITAL LP	$406,164.54	$406,164.54	1					
38	411	AZINGE-OKONKWO, MEZIA	$0.00	$0.00	1			X	X	Moved to Class 8 per Convenience Class Election, Ballot did not indicate an acceptance or rejection of the Plan
44	s12619	BELLA VISTA IPA	$160,617.20	$160,617.20	1					
18	1205	BOLIVAR, SAMUEL A	$19,402.08	$19,402.08	1			X	X	Moved to Class 8 per Convenience Class Election
22	723	BOOTH, WILLIAM N	$0.00	$0.00	1			X	X	Moved to Class 8 per Convenience Class Election
17	108	BUI, KHANH L	$10,000.00	$10,000.00	1			X	X	Moved to Class 8 per Convenience Class Election
16	99	BURNETT, KEITH R	$10,000.00	$10,000.00	1			X	X	Moved to Class 8 per Convenience Class Election
92	s13913	CAPITAL INVESTORS	$242,410.57	$242,410.57	1					

In Re: UHP Healthcare

BALLOT TABULATION REPORT

Ctrl. No.	Ref No.	Creditor Name	Total Amount	Accepting		Rejecting		Excluded	Conv Class Elect	Comments
				Amount	Votes	Amount	Votes			
94	1089	CATHOLIC HEALTHCARE WEST	$1,303,894.47	$1,303,894.47	1					
47	965	CITIZENS MEDICAL GROUP GLOBAL EFF	$155,963.84	$155,963.84	1					
87	1500	CITRUS VALLEY HEALTHPARTNER	$880,354.11	$880,354.11	1					
14	s13457	COLE/SCHAEFER AMBULANCE SERVIC	$7,733.47	$7,733.47	1					
96	301	COUNTY OF SAN BERNARDINO FOR ARMC	$1,506,496.30			$1,506,496.30	1			Late Filed
6	126	CREATIVE FORMS DESIGN INC	$8,438.06			$8,438.06	1			
68	465	CRESCENT HEALTHCARE	$12,822.09	$12,822.09	1					
83	79	DEVELOPMENT SPECIALISTS INC TRUSTEE	$13,765,403.90	$13,765,403.90	1					
42	1105	DOCTORS MEDICAL GROUP	$116,841.76	$116,841.76	1					
48	976	EL PROYECTO DEL BARRIO	$138,051.62	$138,051.62	1					
97	776	EMPLOYEE HEALTH SYSTEMS	$338,575.01	$338,575.01	1					Late Filed
58	938	EYE SURGERY CENTER	$7,200.00	$7,200.00	1					
62	59	FAMILY PLANNING ASSOC MEDICAL GROUP INC	$45,821.00	$45,821.00	1					
82	107	GARDEN REHAB CENTER	$27,594.74	$27,594.74	1			X	X	Moved to Class 8 per Convenience Class Election
54	17	GENERAL ANESTHESIA SPECIALISTS PARTNERSHIP	$23,474.00	$23,474.00	1					
69	66	GRAHAM, ALMA	$44,222.44	$44,222.44	1					
25	s12670	GREAT CARE MEDICAL GROUP	$5,116.53	$5,116.53	1					
27	898	HAIN CAPITAL HOLDINGS LLC	$203,748.49	$203,748.49	1					
45	291	HANNATH, VELLORE P	$0.00			$0.00	1	X		Not Original Ballot
63	163	HOAG MEMORIAL HOSPITAL	$20,284.48	$20,284.48	1					
98	777	HYE MEDICAL GROUP	$24,876.77	$24,876.77	1					Late Filed
5	143	KALATA, BEATRICE C	$5,000.00	$5,000.00	1			X	X	Moved to Class 8 per Convenience Class Election
59	912	LA COUNTY FACILITIES	$4,255,799.71	$4,255,799.71	1					
30	123	LANGUAGE LINE	$975.90	$975.90	1			X	X	Moved to Class 8 per Convenience Class Election

In Re: UHP Healthcare

BALLOT TABULATION REPORT

Ctrl. No.	Ref No.	Creditor Name	Total Amount	Accepting Amount	Accepting Votes	Rejecting Amount	Rejecting Votes	Excluded	Conv Class Elect	Comments
1	101	LIGHT SPACE & TIME	$600.00	$600.00	1			X	X	Moved to Class 8 per Convenience Class Election
91	1547	LIQUIDITY SOLUTIONS DBA REVENUE MGMT AS ASSIGNEE	$106,283.87	$106,283.87	1					
70	991	LITTLE COMPANY OF MARY	$172,469.84	$172,469.84	1					
71	984	LITTLE COMPANY OF MARY	$172,469.84	$172,469.84	1					
3	133	LOWER AZUSA DENTAL	$600.00	$600.00	1			X	X	Moved to Class 8 per Convenience Class Election
67	780	MARSHAL, MADRIA	$32,031.78	$32,031.78	1					
49	s12673	MEDPOINT MEDICAL MANAGEMENT	$324,303.42	$324,303.42	1					
8	447	MEHTA, MANISH D	$0.00	$0.00	1			X	X	Moved to Class 8 per Convenience Class Election
95	1167	MEMORIALCARE	$3,589,259.80	$3,589,259.80	1					
84	s12615	MV MEDICAL MANAGEMENT	$100,792.84	$100,792.84	1					
61	736	MYINT, U S	$3,532.00	$3,532.00	1			X	X	Moved to Class 8 per Convenience Class Election
85	1330	NASSIR, YOURAM	$97,939.81	$97,939.81	1					
79	1185	NEUROSURGICAL ASSOC OF IRVINE	$11,435.00	$11,435.00	1			X	X	Moved to Class 8 per Convenience Class Election
12	105	PADMANABHA, V M	$448.00	$448.00	1			X	X	Moved to Class 8 per Convenience Class Election
52	s13007	PATHOLOGY MEDICAL ASSOC. ORANG	$2,980.24	$2,980.24	1			X	X	Moved to Class 8 per Convenience Class Election
4	90	PRECIADO, RICHARD	$0.00	$0.00	1					
40	1092	PROMISE HOSPITAL OF EAST LOS ANGELES LP	$187,784.11	$187,784.11	1					
76	983	PROVIDENCE HOLY CROSS MEDICAL	$1,727,515.42	$1,727,515.42	1					
75	990	PROVIDENCE ST JOSEPH MEDICAL	$519,089.00	$519,089.00	1					
74	988	PROVIDENCE ST JOSEPH MEDICAL	$519,089.00	$519,089.00	1					
93	s13843	REVENUE MANAGEMENT	$118,849.86	$118,849.86	1					
57	s13456	SAN ANTONIO COMMUNITY HOSPITAL	$14,366.49	$14,366.49	1					
72	992	SAN PEDRO PENINSULA HOSPITAL	$12,751.35	$12,751.35	1					

In Re: UHP Healthcare

BALLOT TABULATION REPORT

				Accepting		Rejecting			Conv Class	
Ctrl. No.	Ref No.	Creditor Name	Total Amount	Amount	Votes	Amount	Votes	Excluded	Elect	Comments
73	989	SAN PEDRO PENINSULA HOSPITAL	$25,502.70	$25,502.70	1					
86	s11189	SHARON L VICKERS	$16,875.00	$16,875.00	1					
66	49	SOUTH BAY RECYCLING	$100.00	$100.00	1			X	X	Moved to Class 8 per Convenience Class Election
36	s13482	ST MARY REG MED CTR	$4,148.89	$4,148.89	1			X	X	Moved to Class 8 per Convenience Class Election
90	1197	TENET HEALTHSYSTEM MEDICAL INC ET AL	$3,559,360.37	$3,559,360.37	1					
7	357	TRAN, LAWRENCE D	$0.00	$0.00	1			X	X	Moved to Class 8 per Convenience Class Election
89	1088	TRANS CITY MEDICAL GROUP INC	$140,990.66	$140,990.66	1					
11	737	TRI VALLEY NEUROLOGY MED	$9,615.00	$9,615.00	1			X	X	Moved to Class 8 per Convenience Class Election
78	1188	UCI DEPT OF MEDICINE	$13,874.00	$13,874.00	1			X	X	Moved to Class 8 per Convenience Class Election
80	1192	UCI EMERGENCY MEDICINE AKA EMERGENCY MED	$16,093.00	$16,093.00	1			X	X	Moved to Class 8 per Convenience Class Election
77	1195	UCI MEDICAL CENTER	$215,893.05	$215,893.05	1					
81	1186	UNIV ANESTHESIA ASSOCIATES	$12,320.00	$12,320.00	1			X	X	Moved to Class 8 per Convenience Class Election
65	800	VALLEY PRESBYTERIAN HOSPITAL	$53,002.19	$53,002.19	1					
29	193	XPEDIATE CONSULTING LLC	$5,400.00	$5,400.00	1			X	X	Moved to Class 8 per Convenience Class Election
43	175	YOUNG, ROSABEL	$7,115.00	$7,115.00	1					