

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION

In re:

NORTH BAY GENERAL HOSPITAL, INC.,

Debtor.

§  
§  
§  
§  
§

CASE NO. 08-20368  
(Chapter 11)

**BALLOT FOR ACCEPTING OR REJECTING CHAPTER 11 PLAN OF LIQUIDATION**

CLASS 2, 3, 4, 8, 9, 10, 11, 12, 13, 16, 17:

**HOLDERS OF CLASS 2, 3, 4, 8, 9, 10, 11, 12, 13, 16, 17, YOUR BALLOT MUST BE RECEIVED BY HIRSCH & WESTHEIMER, P.C. BY NOON (PREVAILING CENTRAL TIME) ON FEBRUARY 10, 2010, THE VOTING DEADLINE, OR YOUR VOTE WILL NOT BE COUNTED.**

This Ballot is submitted to you to solicit your vote to accept or reject the *Plan* (as amended from time to time and including all exhibits and supplements, the "*Plan*"), which is described in the accompanying *Disclosure Statement* (as amended from time to time and including all exhibits and supplements, the "*Disclosure Statement*"). Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined have the meanings given to them in the Plan or Disclosure Statement.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote counted, you must complete, sign, and return this Ballot to Hirsch & Westheimer, P.C. so that it is received by the deadline indicated above.

Your rights are described in the Disclosure Statement. The Disclosure Statement, Plan, and certain other materials contained in the Solicitation Package are included in the packet you are receiving with this Ballot. The Solicitation Package (except Ballots) can be obtained by: (a) accessing the Debtor's counsel's website at [www.hirschwest.com](http://www.hirschwest.com) and clicking on the North Bay General Hospital tab; or b) requesting a copy from Barbara Howell at Hirsch & Westheimer, P.C., 700 Louisiana, Suite 2550, Houston, Texas 77002. The Bankruptcy Court has not approved the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code. This approval is sought at the Confirmation Hearing. Bankruptcy Court approval of the Disclosure Statement does not indicate approval of the Plan.

You should review the Disclosure Statement and the Plan and the instructions contained herein 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 and your acceptance or rejection of the Plan.

**INSTRUCTIONS**

1. VOTING — PLEASE COMPLETE WHETHER YOU ACCEPT OR REJECT THE PLAN IN YOUR CLASS ON THE BALLOT FORM. BEFORE VOTING, PLEASE REVIEW THE VOTING ASSUMPTIONS SET FORTH ON THE BALLOT FORM.
2. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGMENTS ON THE BALLOT FORM.
3. **SIGN THE BALLOT AND PROVIDE ALL THE INFORMATION REQUESTED AT THE END OF THE BALLOT FORM, TOGETHER WITH THE AMOUNT OF YOUR CLAIM.**
4. RETURN THE BALLOT BY MAIL (AN ENVELOPE ADDRESSED TO HIRSCH & WESTHEIMER, P.C. IS ENCLOSED FOR YOUR CONVENIENCE), OVERNIGHT COURIER OR PERSONAL DELIVERY TO HIRSCH & WESTHEIMER, P.C. SO **THAT IT IS RECEIVED BY NOON (PREVAILING CENTRAL TIME) ON FEBRUARY 10, 2010 (THE "VOTING DEADLINE")** AT THE FOLLOWING ADDRESS:

**If sent in the envelope provided  
or otherwise by  
First Class Mail, Overnight Delivery or Personal Delivery:**

Hirsch & Westheimer, P.C.  
700 Louisiana, Suite 2550  
Houston, Texas 77002  
Attn: Barbara Howell

5. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**

**BALLOT FORM**

**Class 2. Secured Claims of San Patricio Taxing Authorities (Real Property).** The undersigned, a holder or authorized representative of a holder of a San Patricio Taxing Authorities Claim(s) against the Debtor in the aggregate amount set forth below, votes to (check one box below):

- Accept** all Plans.
- Reject** all Plans.

Voting Amount: \$414,851.00

**Class 3. Aspect Medical Systems, Inc. Secured Claim.** The undersigned, a holder of or authorized representative of Aspect Medical Systems Inc.'s Secured Claim against the Debtor in the aggregate amount set forth below, votes to (check one box below):

- Accept** all Plans.
- Reject** all Plans.

Voting Amount: \$35,079.84

**Class 4. McKenzie Equipment Company, Inc.** The undersigned, a holder of or authorized representative of McKenzie Equipment Company, Inc.'s Secured Claim against the Debtor in the aggregate amount set forth below, votes to (check one box below):

- Accept** all Plans.
- Reject** all Plans.

Voting Amount: \$6,488.16

**Class 8. Secured Claim of San Patricio Taxing Authorities (Personal Property).** The undersigned, a holder of or authorized representative of a holder of a San Patricio Taxing Authorities Claim(s) against the Debtor in the aggregate amount set forth below, votes to (check one box below):

- Accept** all Plans.
- Reject** all Plans.

Voting Amount: \$116,476.70

**Class 9. Tygris Asset Finance, Inc. f/k/a MarCap's Secured Claim.** The undersigned, a holder of or authorized representative of Tygris Asset's Secured Claim against the Debtor in the aggregate amount set forth below, votes to (check one box below):

- Accept** all Plans.
- Reject** all Plans.

Voting Amount: \$100,000.00

**Class 10. Hewlett-Packard Financial Services Co.** The undersigned, a holder of or authorized representative of H-P's Claim against the Debtor in the aggregate amount set forth below, votes to (check one box below):

- Accept** all Plans.
- Reject** all Plans.

Voting Amount: \$114,574.11

**Class 11. Highland Capital Corp.** The undersigned, a holder of or authorized representative of Highland's Secured Claim against the Debtor in the aggregate amount set forth below, votes to (check one box below):

- Accept** all Plans.
- Reject** all Plans.

Voting Amount: \$ \_\_\_\_\_ (present outstanding balance)

**Class 12. General Electric.** The undersigned, a holder of or authorized representative of GE's Secured Claim against the Debtor in the aggregate amount set forth below, votes to (check one box below):

- Accept** all Plans.
- Reject** all Plans.

Voting Amount: \$ \_\_\_\_\_ (present outstanding balance)

**Class 13. Med One Capital Funding – Texas, LP.** The undersigned, a holder of or authorized representative of Med One's Secured Claim against the Debtor in the aggregate amount set forth below, votes to (check one box below):

- Accept** all Plans.
- Reject** all Plans.

Voting Amount: \$ \_\_\_\_\_ (present outstanding balance)

**Class 16. Allowed General Unsecured Creditors.** The undersigned, a holder of or authorized representative of a Creditor holding a General Unsecured Claim against the Debtor in the aggregate amount set forth below, votes to (check one box below):

- Accept** all Plans.
- Reject** all Plans.

Voting Amount: \$ \_\_\_\_\_ (Claim amount as Scheduled or reflected in the proof of claim)

**Class 17. North Bay Medical Center, Inc.** The undersigned, a holder of or authorized representative of NBMC's Interest in the Debtor, votes to (check one box below):

- Accept** all Plans.
- Reject** all Plans.

**Voting Assumptions.**

(a) For purposes of the numerosity requirement of section 1126(c) of the Bankruptcy Code, separate claims held by a single creditor in a particular class will be aggregated and treated as if such creditor held one claim in such class, and the vote related to such claim will be treated as a single vote to accept or reject the Plan applicable to such class.

(b) Creditors must vote all of their claims within a particular class either to accept or reject the Plan and may not split their vote. Accordingly, a ballot that partially rejects and partially accepts the Plan *shall not be counted*.

(c) Ballots that indicate both acceptance and rejection of the Plan *shall not be counted*.

(d) Ballots that fail to indicate an acceptance or rejection of the Plan *shall not be counted*.

(e) Only ballots that are timely received prior to the Voting Deadline and that are properly executed will be counted. Unsigned ballots *shall not be counted*.

(f) Ballots postmarked prior to the Voting Deadline, but received after the Voting Deadline, *shall not be counted*.

(g) Ballots that are illegible, or contain insufficient information to permit the identification of the Creditor, *shall not be counted*.

(j) Whenever a Creditor casts more than one ballot voting the same claim prior to the Voting Deadline, the last ballot received prior to the Voting Deadline shall be deemed to reflect the Creditor's intent and supersede any prior ballots.

(k) If a Creditor simultaneously casts inconsistent duplicate ballots, with respect to the same claim, such ballots *shall not be counted*.

(l) Each Creditor shall be deemed to have voted the full amount of its claim. Unless otherwise ordered by the Court, questions as to the validity, form, eligibility (including time of receipt), acceptance, and revocation or withdrawal of ballots shall be determined by the Debtor, which determination shall be final and binding.

**Certifications and Acknowledgments.** By signing this Ballot, the undersigned acknowledges and certifies that:

(a) the undersigned is the holder of a Claim or has the power and authority to vote to accept or reject the Plan on behalf of the Creditor;

(b) the undersigned has been provided with a copy of the Plan and Disclosure Statement;

(c) the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement;

(d) the undersigned has carefully read this Ballot and the accompanying instructions;

(e) the vote reflected on this Ballot is binding on its successors, heirs and assigns including, without limitation, any transferee.

---

Name of Creditor (Please Print)

---

Authorized Signature

---

Name of Signatory

---

If by Authorized Agent, Name and Title

---

Street Address

---

City, State, Zip Code

---

Telephone Number

---

Date Completed

**BALLOTS WILL NOT BE ACCEPTED BY FACSIMILE TRANSMISSION OR E-MAIL.**

**IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL BARBARA HOWELL AT 1-713-220-9130.**

**PLEASE NOTE THAT MS. HOWELL IS NOT AUTHORIZED TO, AND WILL NOT, PROVIDE LEGAL ADVICE.**