

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT
MR REGISTRAR SIMMONDS

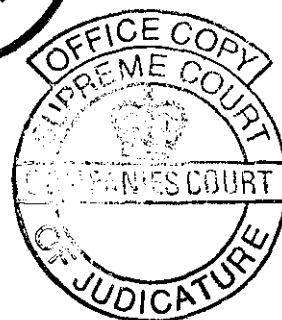


No. 6970 of 2001

IN THE MATTER OF WESTMINSTER HEALTH CARE (UK) LIMITED

-and-

IN THE MATTER OF THE COMPANIES ACT 1985



UPON THE PETITION of the above named Westminster Health Care (UK) Limited (hereinafter called the *Company*) whose registered office is at Westminster House, Randalls Way, Leatherhead, Surrey, KT22 7TZ on 19 November 2001 preferred unto this Court

AND UPON HEARING Counsel for the Company

AND UPON READING the Petition and the evidence

AND UPON Whitehall Real Estate Limited Partnership XI, GS Capital Partners III L.P. and Welsh, Carson, Anderson & Stowe VIII, L.P. having by an agreement made on 10 December 2001 (i) undertaken to pay the liability of the Company to the creditors referred to in the said agreement and to postpone any claims that they may have by reason of such undertaking and (ii) consented as creditors or contingent creditors to the proposed reduction of capital of the Company referred to in the said Petition

