B 10 (Official Form 10) (04/10)

UNITED STATES BANKRUPTCY COURT Southern District of New York

PROOF OF CLAIM

Name of Debtor: Maxum Health Corp.

Case Number: 10-16569

NOTE: *This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.*

Name of Creditor (the person or other entity to whom the debtor owes money or property): U.S. Bank National Association as Indenture Trustee

Name and address where notices should be sent:
Kesha Tanabe
Maslon Edelman Borman & Brand, LLP
90 S Seventh Street, Suite 3300, Minneapolis, MN, 55402

RECEIVED
JAN 10 2011
BMC GROUP

Telephone number: (612) 672-8342

☐ Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number:_____ (*If known*)

Filed on:_____

Name and address where payment should be sent (if different from above):
James E. Murphy, Vice President
U.S. Bank National Association
100 Wall Street, Suite 1600, New York, NY, 10005

Telephone number: (212) 361-6174

☐ Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

☐ Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: $ 295,280,903.32 plus unliquidated amounts

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

☑ Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges. See attached Exhibit A.

2. Basis for Claim: Money Loaned
(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: n/a

3a. Debtor may have scheduled account as: Senior Secured Floating Rate Notes Due 2011
(See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)
Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☑ Other
Describe: See Exhibit A

Value of Property: $_____ **Annual Interest Rate**_____%

Amount of arrearage and other charges as of time case filed included in secured claim, if any: $_____ **Basis for perfection:** _____

Amount of Secured Claim: $ 295,280,903.32 plus unliquidated amounts **Amount Unsecured:** $_____

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (*See instruction 7 and definition of "redacted" on reverse side.)*

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

☐ Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

☐ Wages, salaries, or commissions (up to $11,725*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4).

☐ Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).

☐ Up to $2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7).

☐ Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).

☐ Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(__).

Amount entitled to priority:

$_____

**Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.*

Date: 1/6/11

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

James E. Murphy, Vice President, U.S. Bank National Association, as Indenture Trustee

FOR COURT USE ONLY

Insight

00020

Penalty for presenting fraudulent claim: Fine of up to $500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

776874.6

EXHIBIT A

PROOF OF CLAIM
Maxum Health Corp.
Southern District of New York, Case No. 10-16569

A. Notices. James E. Murphy
Vice President
U.S. Bank National Association
100 Wall Street, Suite 1600
New York, NY 10005

Clark T. Whitmore, Esq.
Kesha L. Tanabe, Esq.
Maslon Edelman Borman & Brand, LLP
90 South Seventh Street, Suite 3300
Minneapolis, MN 55402-4140
Telephone: 612-672-8342
Facsimile: 612-642-8342
E-mail: clark.whitmore@maslon.com
kesha.tanabe@maslon.com

B. Description of Claim. The Claim of U.S. Bank National Association ("U.S. Bank"), in its capacity as indenture trustee (the "Trustee"), on behalf of the holders of the Debtors' Senior Secured Floating Rate Notes due 2011 (the "Notes"), arises in connection with that certain Indenture of Trust dated as of September 22, 2005 (the "Indenture") by and among U.S. Bank, as Trustee, InSight Health Services Holdings Corp., as Parent, Insight Health Services Corp., as Company, and the Subsidiary Guarantors named therein.[1] The payment of all amounts due under the Indenture, the Notes and the Guarantees are secured by all such Collateral as is subject to the Lien of the Security Documents, as described in Article X of the Indenture. A true and correct copy of the Indenture is attached to the Verified Statement of the Trustee and is incorporated herein by this reference for all purposes. Capitalized terms not otherwise defined herein shall have the meanings given to them in the Indenture.

The Trustee is expressly authorized by Section 6.09 of the Indenture to file this Proof of Claim on behalf of all holders of the Notes and it is entitled to receive and distribute any money or property payable under this Proof of Claim in accordance with the Indenture.

---

[1] The Debtors who are also Guarantors of the Notes include: Insight Health Corp.; Signal Medical Services, Inc.; Open MRI, Inc. ; Maxum Health Corp.; Radiosurgery Centers, Inc.; Maxum Health Services Corp.; Maxum Health Services of North Texas, Inc.; Maxum Health Services of Dallas, Inc.; NDDS, Inc.; Diagnostic Solutions Corp.; Insight Imaging Services Corp.; Valencia MRI, LLC; San Fernando Valley Regional PET Center, LLC; Parkway Imaging Center, LLC; Wilkes-Barre Imaging, LLC; Comprehensive Medical Imaging, Inc. Comprehensive Medical Imaging Centers, Inc.; Comprehensive Open MRI-Garland, Inc.; Comprehensive Medical Imaging – Biltmore, Inc.; Comprehensive Medical Imaging –San Francisco, Inc.; Comprehensive Medical Imaging – Fremont, Inc.; and TME Arizona, Inc.

The Trustee's Claim against the Debtors as of December 10, 2010 (the "Petition Date") includes:

(i) $293,500,000.00 in principal owing under the Notes as of the Petition Date;

(ii) $1,780,903.32 in accrued interest owing on the Notes as of the Petition Date; and

(iii) the Trustee's reasonable compensation for its services, including the reasonable compensation, disbursements and expenses of the Trustee's counsel owing in accordance with Section 7.07 of the Indenture;

together with any and all other claims against the Debtors arising under or related to the Notes and the Indenture, whether or not summarized or identified specifically in this Proof of Claim.

Reservation of Rights

The Trustee reserves the right to amend this claim for any reason and to the full extent permitted by applicable law, together with any other amounts owing under the Notes in accordance with their terms or the terms of the Indenture and all related documents and agreements.

The filing of this Proof of Claim is not intended to be and shall not be construed as: (i) an election of remedy; (ii) an act of acceleration of the indebtedness owing under the Notes; (iii) an act to seek prepayment of the Notes; (iv) waiver of any past, present or future event of default; or (v) a waiver of limitation of any rights of the Trustee or the holders of the Notes, including without limitation, with respect to the rights of the Trustee in Collateral or to the amount or priority of any secured claims.

The filing of this Proof of Claim is also not: (i) a waiver or release of the Trustee's or the holders of the Notes' rights against any person, entity, or property; (ii) a consent by the Trustee or the holders of the Notes to the jurisdiction of the Bankruptcy Court with respect to the subject matter of this claim, any objections or other proceedings commenced with respect thereto, or any other proceedings commenced in the Debtors' bankruptcy cases or otherwise involving the Trustee or the holders of the Notes; or (iii) a waiver of the right to move to withdraw the reference, or otherwise challenge the jurisdiction of the Bankruptcy Court with respect to the subject matter of this claim, any objection or other proceeding commenced with respect thereto or any other proceeding commenced in this case against or otherwise involving the Trustee or the holders of the Notes.

MASLON
MASLON EDELMAN BORMAN & BRAND, LLP

P 612.672.8200
F 612.672.8397

www.maslon.com

3300 WELLS FARGO CENTER
90 SOUTH SEVENTH STREET
MINNEAPOLIS, MINNESOTA
55402-4140

January 7, 2011

Renee L. Lowder
Direct Phone: 612-672-8213
Direct Fax: 612-642-8213
Renee.lowder@Maslon.com

VIA OVERNIGHT DELIVERY
BMC Group Inc.
Attn: Insight Health Services Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

Re: ***InSight Health Services Holdings Corp.,***
Case No. 10-16564-AJG, United States Bankruptcy Court
Southern District of New York, Proofs of Claim

To Whom It May Concern::

We represent U.S. Bank National Association as Indenture Trustee in the above referenced case.

Enclosed for filing, please find an original and copy of Proofs of Claim for filing in the following cases:

1. InSight Health Services Holdings Corp., Case No. 10-16564
2. InSight Healt Services Corp., Case No. 10-16565
3. InSight Health Corp., Case No. 10-16568
4. Signal Medical Services, Inc., Case No. 10-16580
5. Open MRI, Inc., Case No. 16577
6. Maxum Health Corp., Case No. 10-16569
7. Radiosurgery Centers, Inc., Case No. 10-16568
8. Maxum Health Services Corp., Case No. 10-16569
9. Maxum Health Services of North Texas, Inc., Case No. 10-16569
10. Maxum Health Services of Dallas, Inc., Case No. 10-16569
11. NDDC, Inc., Case No. 10-16569
12. Diagnostic Solutions Corp., Case No. 10-16569
13. InSight Imaging Services Corp., Case No. 10-16568
14. Valencia MRI, LLC, Case No. 10-16578
15. San Fernando Valley Regional PET Center, LLC, Case No. 10-16578
16. Parkway Imaging Center, LLC, Case No. 10-16579
17. Comprehensive Medical Imaging, Inc., Case No. 10-16567

18. Comprehensive Medical Imaging Centers, Inc., Case No. 16566
19. TME Arizona, Inc., Case No. 10-16566

Please file the original claims and please return a time stamped copy of each of the claims to my attention in the enclosed self addressed envelope.

If you have any questions, please feel free to contact me at 612-672-8213.

Very truly yours,

Renee L. Lowder, Paralegal

Enclosures