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Counsel to Providence Imaging Consultants, P.A.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---------------------------|-------------------------|-------------|
| _____) | | |
| In re:) | Chapter 11 | |
| INSIGHT HEALTH SERVICES) | Case No. 10-16564 (AJG) | RECEIVED |
| HOLDINGS CORP., et al.,) | | FEB 24 2011 |
| Debtors.) | Jointly Administered | BMC GROUP |
| _____) | | |

**PROVIDENCE IMAGING CONSULTANTS, P.A.'S
MOTION FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE CLAIM**

TO THE HONORABLE JUDGE OF SAID COURT:

PROVIDENCE IMAGING CONSULTANTS, P.A., a Texas professional association ("PIC"), a creditor in this case, respectfully submits this its Motion for Allowance and Payment of Administrative Claim pursuant to 11 U.S.C. Section 503(b)(1)(A) actual, necessary costs and expenses of preserving the estate including services rendered after the commencement of the case. In support thereof, PIC would show the Court as follows:

1. PIC is a party to the following two contracts:
 - a. that one certain Professional Services Agreement, dated September 22, 2004, by and between (i) InSight Health Corp.,¹ a Delaware corporation, one of the

¹ InSight Health Corp. is a related debtor under Case No. 10-16568 (AJG).



debtors in this case, doing business as Open MRI of West Texas, and (ii) PIC (the "Open MRI Agreement"); and

b. that one certain Radiology Services Independent Contractor Agreement, dated July 16, 2007, by and between (i) Texas Imaging Services of El Paso, Inc., a Texas corporation, now known as InSight Health Corp., the same debtor described above, and (ii) PIC (the "Texas Imaging Agreement").

(InSight Health Corp. is hereinafter referred to as "Debtor".)

2. Under the terms of the Open MRI Agreement, PIC is entitled to receive each month for its services an amount equal to seventeen and one-half percent (17.5%) of InSight Collections received during the preceding month. "InSight Collections" are defined as all collections, professional and technical, related to patient-related goods and services provided by PIC, but do not include (i) collections related to non-professional items, including film copies, subpoena fees, sedation charges, contrast media, and drugs provided to patients, or (ii) collections related to services covered in Section 2.3 of the Open MRI Agreement. Furthermore, under the terms of the Open MRI Agreement, Debtor is required to give PIC one hundred eighty (180) days' written notice of termination without cause.

3. Under the terms of the Texas Imaging Agreement, PIC is entitled to receive each month for its services an amount equal to fifteen percent (15%) of Net Collected Revenue collected pursuant to the Texas Imaging Agreement. Furthermore, under the terms of the Texas Imaging Agreement, Debtor is required to give PIC ninety (90) days' written notice of termination without cause.

4. Notwithstanding that (i) the Open MRI Agreement required Debtor to give PIC one hundred eighty (180) days' written notice of termination without cause and (ii) the Texas

Imaging Agreement required Debtor to give PIC ninety (90) days' written notice of termination without cause, Debtor terminated both the Open MRI Agreement and the Texas Imaging Agreement effective immediately by letters to PIC, dated December 27, 2010.

5. As stated in PIC's Proof of Claim, PIC has not received from Debtor the collections information necessary to determine the amounts that Debtor owes to PIC for services previously rendered by PIC under the Open MRI Agreement and the Texas Imaging Agreement, respectively.

6. As a result, PIC hereby asserts an administrative priority claim for services rendered from and after December 10, 2010, the petition date, under the Open MRI Agreement and the Texas Imaging Agreement, respectively.

7. PIC is not asserting a claim for the one hundred eighty (180) day termination notice period to which it was entitled under the Open MRI Agreement or the ninety (90) day termination notice period to which it was entitled under the Texas Imaging Agreement. PIC is instead asserting this administrative priority claim for services actually rendered by PIC from and after December 10, 2010, through and including December 31, 2010.

For these reasons, PIC prays that the Court grant this Motion for Allowance and Payment of Administrative Claim and for such other and further relief to which it may be justly entitled.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

Respectfully submitted,

SCOTTHULSE PC
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By: /s/ Robert R. Feuille
ROBERT R. FEUILLE
State Bar of Texas No. 06949100
Counsel to Providence Imaging Consultants, P.A.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was served upon BMC Group, Inc., Attn: Insight Health Claims Processing Center, P.O. Box 3020, Chanhassen, Minnesota 55317, this 23rd day of February, 2011, as follows:

- Regular Mail, Postage Prepaid
- Certified Mail, Return Receipt Requested
- Facsimile Transmission
- Overnight Delivery
- Hand Delivery

and upon Ryan Blaine Bennett and Paul Wierbicki, Kirkland & Ellis LLP, 300 N. LaSalle St., Chicago, Illinois 60654, this 23rd day of February, 2011, as follows:

- Regular Mail, Postage Prepaid
- Certified Mail, Return Receipt Requested
- Facsimile Transmission
- Overnight Delivery
- Hand Delivery

and upon the Debtor, InSight Health Services Holdings Corp., 26250 Enterprise Court, Suite 100, Lake Forest, CA 92630, Attn: Legal Department, on this 23rd day of February, 2011, by first class mail.

/s/ Robert R. Feuille
ROBERT R. FEUILLE

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|-------------------------|---|-------------------------|
| In re: |) | Chapter 11 |
| |) | |
| INSIGHT HEALTH SERVICES |) | Case No. 10-16564 (AJG) |
| HOLDINGS CORP., et al., |) | |
| |) | |
| Debtors. |) | Jointly Administered |

**ORDER GRANTING PROVIDENCE IMAGING CONSULTANTS, P.A.'S
MOTION FOR ALLOWANCE AND PAYMENT OF ADMINISTRATIVE CLAIM**

On the ____ day of _____, 2011, Providence Imaging Consultants, P.A.'s Motion for Allowance and Payment of Administrative Claim (docket #____) in this case came on for preliminary hearing before this Court. The Court finds that the Motion was well founded and that the motion should be granted. It is, therefore,

ORDERED, ADJUDGED, and DECREED that Plaintiff's Motion for Allowance and Payment of Administrative Claim is GRANTED in all respects, and InSight Health Corp. and/or its successors and assigns, as appropriate, shall pay said claim without delay.

ARTHUR J. GONZALEZ
Chief United States Bankruptcy Judge

File a Motion:

10-16564-ajg InSight Health Services Holdings Corp.

**U.S. Bankruptcy Court
Southern District of New York**

Notice of Electronic Filing

The following transaction was received from Robert R. Feuille entered on 2/23/2011 at 5:38 PM and filed on 2/23/2011

Case Name: InSight Health Services Holdings Corp.
Case Number: 10-16564-ajg
Document Number: 215

Docket Text:

Motion for Payment of Administrative Expenses . filed by Providence Imaging Consultants, P.A..
(Attachments: # (1) Proposed Order) (Feuille, Robert)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:N:\SCANS\OCAM\Providence Imaging - Motion for Allowance and Payment of Administrative Claim.PDF

Electronic document Stamp:

[STAMP NYSBStamp_ID=842906028 [Date=2/23/2011] [FileNumber=9899505-0]
[13758794656c57dd4ff43aa465070937bbadcbb786cc7e1d15312831f24ffbe232489
72984d1f685e002d78f24bb40f34d5f11ba42907659accbb94b6cd33915]]

Document description: Proposed Order

Original filename:N:\SCANS\OCAM\Providence Imaging - Order Granting Motion for Allowance.PDF

Electronic document Stamp:

[STAMP NYSBStamp_ID=842906028 [Date=2/23/2011] [FileNumber=9899505-1]
[46a4ab7fb10742e7770258f852b41da59be0d3ffe8b3f53c3047cb900c432d7db14e3
3f0c54d8cf6e725e4c92dd311f85453b11a71f25dd64faca4b720f13ddb]]

10-16564-ajg Notice will be electronically mailed to:

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Steven A. Ginther on behalf of Creditor Missouri Department of Revenue
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Jay M. Goffman on behalf of Interested Party Ad Hoc Committee of Certain Prepetition Secured
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10-16564-ajg Notice will not be electronically mailed to:

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Atrium CDO, Lampe, Conway & Co. LLC, Marblegate Asset Management

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BMI Group, Inc.
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Adam Fritz on behalf of Creditor Certain Equity Holder
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Marc L. Hamroff on behalf of Creditor General Electric Capital Corporation
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33 Whitehall Street
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New York, NY 10004

Zolfo Cooper, LLC
1114 Avenue of the Americas
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OFFICES IN EL PASO AND LAS CRUCES

February 23, 2011

Via Overnight Delivery

BMC Group, Inc.
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Chanhassen, Minnesota 55317

Via Overnight Delivery

Kirkland & Ellis LLP
Attn: Ryan Blaine Bennett and Paul Wierbicki
300 N. LaSalle St.
Chicago, Illinois 60654

Re: *In re: Insight Health Services Holdings Corp, et al.*; Case No. 10-16564 (AJG);
Chapter 11; United States Bankruptcy Court, Southern District of New York

Gentlemen:

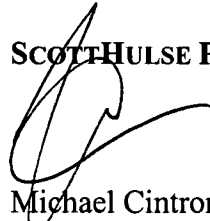
Pursuant to the Prepackaged Joint Chapter 11 Plan of Reorganization filed in the above-captioned matter with the United States Bankruptcy Court, Southern District of New York, please find enclosed on behalf of Providence Imaging Consultants, P.A. ("PIC") copies of the following:

1. Proof of Claim of Providence Imaging Consultants, P.A., dated February 22, 2011, under Case No. 10-16564 (AJG), for services rendered ("Proof of Claim No. 1"). As evidenced by the electronic notice accompanying Proof of Claim No. 1, PIC was unable to file Proof of Claim No. 1 with the Court's CM/ECF system.
2. Proof of Claim of Providence Imaging Consultants, P.A., dated February 22, 2011, under Case No. 10-16568 (AJG), for services rendered ("Proof of Claim No. 2"). As evidenced by the electronic notice accompanying Proof of Claim No. 2, PIC was unable to file Proof of Claim No. 2 with the Court's CM/ECF system.
3. Providence Imaging Consultants, P.A.'s Motion for Allowance and Payment of Administrative Claim, filed with the Court on February 23, 2011, accompanied by a Notice of Electronic Filing evidencing the same and a related Order Granting Providence Imaging Consultants, P.A.'s Motion for Allowance and Payment of Administrative Claim.

We ask that BMC Group, Inc. please confirm receipt of the above-described documents by e-mail to our office at mcin@scotthulse.com. Please contact me if you have any questions.

Very truly yours,

SCOTTHULSE PC

A handwritten signature in black ink, appearing to read 'Michael Cintron', written over the printed name below.

Michael Cintron
For the Firm

MC/kb

Enclosures