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Counsel to the Debtors and Debtors in Possession

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

In re:)	Chapter 11
INSIGHT HEALTH SERVICES)	Case No. 10-16564 (AJG)
HOLDINGS CORP., <u>et al.</u> , ¹)	
)	
Debtors.)	Jointly Administered
)	

**FEE STATEMENT OF ZOLFO COOPER, LLC FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
CONSULTANTS AND SPECIAL FINANCIAL ADVISORS FOR THE DEBTORS
AND DEBTORS IN POSSESSION FOR THE PERIOD FROM
DECEMBER 11, 2010 THROUGH DECEMBER 31, 2010**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: InSight Health Services Holdings Corp. (0028); InSight Health Services Corp. (2770); Comprehensive Medical Imaging Centers, Inc. (6946); Comprehensive Medical Imaging, Inc. (2473); InSight Health Corp. (8857); Maxum Health Services Corp. (5957); North Carolina Mobile Imaging I LLC (9930); North Carolina Mobile Imaging II LLC (0165); North Carolina Mobile Imaging III LLC (0251); North Carolina Mobile Imaging IV LLC (0342); North Carolina Mobile Imaging V LLC (0431); North Carolina Mobile Imaging VI LLC (0532); North Carolina Mobile Imaging VII LLC (0607); Open MRI, Inc. (1529); Orange County Regional PET Center - Irvine, LLC (0190); Parkway Imaging Center, LLC (2858); and Signal Medical Services, Inc. (2413). The location of the Debtors' corporate headquarters and the Debtors' service address is: 26250 Enterprise Court, Suite 100, Lake Forest, California 92630.

Name of Applicant:

Zolfo Cooper, LLC

Authorized to Provide Professional Services to:

InSight Health Services
Holdings Corp., et al.
Debtors and Debtors-in-Possession

Date of Retention:

Order entered on January 4, 2011 retaining
Zolfo Cooper, LLC, *nunc pro tunc* to
December 10, 2010

Period for which compensation
and reimbursement is sought:

December 11, 2010 through December 31,
2010

Amount of Compensation sought as actual,
reasonable and necessary:

\$56,412.50

Amount of Expense Reimbursement sought as
actual, reasonable and necessary:

\$2,862.24

December 31, 2010

Mr. Keith Kelson
Exec. Vice President and CFO
Insight Health Services Holdings Corp.
26250 Enterprise Court, Suite 100
Lake Forest, CA 92630

For consulting services rendered with respect to Insight Health Services Ch. 11
for the period December 11th through December 31st , 2010.

Professional Fees	\$ 55,175.00
Paraprofessional Fees	1,237.50
Total Current Fees	<u>56,412.50</u>
Less: Current Holdback	(11,282.50)
Net Fees - Current Month	<u>45,130.00</u>
Expenses and Other Charges	2,862.24
Invoice Total	<u><u>\$ 47,992.24</u></u>

See Attached Schedules

PROFESSIONAL FEES

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>PROFESSIONAL FEES</u>
Tim Hughes	\$ 675.00	37.50	\$ 25,312.50
Erik Bell	\$ 450.00	64.00	28,800.00
Elizabeth Kardos	\$ 425.00	2.50	1,062.50
Total Professional Fees		<u>104.00</u>	<u>\$ 55,175.00</u>

PARAPROFESSIONAL FEES

<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>PARAPROFESSIONAL FEES</u>
Laurie Verry	\$ 225.00	5.50	\$ 1,237.50
Total Paraprofessional Fees		<u>5.50</u>	<u>\$ 1,237.50</u>

EXPENSES AND OTHER CHARGES

Travel and Lodging	\$ 2,492.71
Meals	69.60
Telephone	252.69
Postage and Courier	47.24
Total Expenses and Other Charges	\$ 2,862.24

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
DESCRIPTION OF PRIMARY CURRENT RESPONSIBILITIES OF PRINCIPAL ZC ENGAGEMENT PROFESSIONALS
FOR THE PERIOD OF DECEMBER 11, 2010 THROUGH DECEMBER 31, 2010**

NAME	ZC TITLE	HOURLY RATE	PRIMARY CURRENT RESPONSIBILITIES
Timothy Hughes	Senior Director		Supervise and oversee the InSight engagement, Assist and advise management in preparing chapter 11 reporting, responding to due diligence requests and ascertaining business responses to legal issues.
Erik Bell	Manager		Assist and advise management in preparing chapter 11 reporting, responding to due diligence requests and ascertaining business responses to legal issues.

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
DESCRIPTION OF MATTER CATEGORIES**

CODE	MATTER CATEGORY	MATTER CATEGORY DESCRIPTION
1	Court Reporting	Preparing financial and operating information required by the US Trustee and/or the Court including Statement of Affairs, Schedules of Assets and Liabilities, lists of contracts, interim statements and monthly operating reports.
2	Chapter 11 Process	Organizing and managing the Debtor's or other parties in interests resources and activities to effectively plan, coordinate, and manage the Chapter 11 process.
3	Business Operations	Analyzing operations and strategies including the developing, designing, drafting and challenging of forecasts and Business Plan, including related assumptions and rationale and communications with vendors.
4	Cash Management	Forecasting, planning, controlling and other aspects of managing cash.
5	Claims Administration	Advising and assisting the Debtor with the development of a claims resolution process including evaluating and selecting a claims processor, responding to specific claims inquiries, analyzing claims, settling claims, assisting in the preparation of motions, orders, stipulations related thereto and attending related hearings.
6	Unexpired Leases and Executory Contracts	Preparing analyses and advising and assisting the Debtor in valuation, modifications, assumption and rejection of leases and executory contracts including assisting in the preparation and review of related motions, applications, orders, stipulations, and attending hearings related thereto.
7	Engagement Administration	Maintaining engagement files, preparation of fee applications, invoices and time summaries and responding to inquiries by the US Trustee and other parties in interest.
8	Asset Disposition	Sales (Section 363 matters), leases (Section 365 matters), abandonment and related transaction work, including equipment lease buyout.
9	Litigation	Support counsel in identifying, pursuing, or defending various causes of action.
10	DIP Budget Reporting	Developing, designing, and preparing information required under the terms of the DIP agreement.
11	Secured Lender Negotiations	Analyzing secured lenders assessments of collateral value, damage claims, and debt calculations and negotiations of settlement of these claims.
12	Communications Matters	Assisting and advising general communications strategies and programs including press releases, letters to interested parties, websites, etc.
13	Non-Working Travel Time	Time incurred due to travel during non-working hours

ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CODE	MATTER CATEGORY	DECEMBER 2010		CUMULATIVE	
		HOURS	FEES	HOURS	FEES
1	Court Reporting	21.4	\$ 12,150.00	21.4	\$ 12,150.00
2	Chapter 11 Process	69.9	35,280.00	69.9	35,280.00
3	Business Operations	4.1	2,767.50	4.1	2,767.50
4	Cash Management	5.6	3,690.00	5.6	3,690.00
5	Claims Administration	-	-	-	-
6	Unexpired Leases and Executory Contracts	-	-	-	-
7	Engagement Administration	8.2	2,390.00	8.2	2,390.00
8	Asset Disposition	-	-	-	-
9	Litigation	-	-	-	-
10	DIP Budget Reporting	0.3	135.00	0.3	135.00
11	Secured Lender Negotiations	-	-	-	-
12	Communications Matters	-	-	-	-
13	Non-Working Travel Time	-	-	-	-
		<u>109.5</u>	<u>\$ 56,412.50</u>	<u>109.5</u>	<u>\$ 56,412.50</u>

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010**

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 1 - COURT REPORTING

PROFESSIONAL	HOURLY	DECEMBER 2010		CUMULATIVE	
	RATE	HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	11.2	\$ 7,560.00	11.2	\$ 7,560.00
Eric Bell	\$450	10.2	4,590.00	10.2	4,590.00
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		<u>21.4</u>	<u>\$ 12,150.00</u>	<u>21.4</u>	<u>\$ 12,150.00</u>

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010**

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 2 - CHAPTER 11 PROCESS

PROFESSIONAL	HOURLY	DECEMBER 2010		CUMULATIVE	
	RATE	HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	17.0	\$ 11,475.00	17.0	\$ 11,475.00
Eric Bell	\$450	52.9	23,805.00	52.9	23,805.00
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		<u>69.9</u>	<u>\$ 35,280.00</u>	<u>69.9</u>	<u>\$ 35,280.00</u>

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010**

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 3 - BUSINESS OPERATIONS

PROFESSIONAL	HOURLY	DECEMBER 2010		CUMULATIVE	
	RATE	HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	4.1	\$ 2,767.50	4.1	\$ 2,767.50
Eric Bell	\$450	-	-	-	-
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		<u>4.1</u>	<u>\$ 2,767.50</u>	<u>4.1</u>	<u>\$ 2,767.50</u>

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010**

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 4 - CASH MANAGEMENT

PROFESSIONAL	HOURLY	DECEMBER 2010		CUMULATIVE	
	RATE	HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	5.2	\$ 3,510.00	5.2	\$ 3,510.00
Eric Bell	\$450	0.4	180.00	0.4	180.00
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		<u>5.6</u>	<u>\$ 3,690.00</u>	<u>5.6</u>	<u>\$ 3,690.00</u>

ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 5 - CLAIMS ADMINISTRATION

PROFESSIONAL	HOURLY	DECEMBER 2010		CUMULATIVE	
	RATE	HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	-	\$ -	-	\$ -
Eric Bell	\$450	-	-	-	-
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		-	\$ -	-	\$ -

ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 6 - UNEXPIRED LEASES AND EXECUTORY CONTRACTS

PROFESSIONAL	HOURLY	DECEMBER 2010		CUMULATIVE	
	RATE	HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	-	\$ -	-	\$ -
Eric Bell	\$450	-	-	-	-
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		-	\$ -	-	\$ -

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010**

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 7 - ENGAGEMENT ADMINISTRATION

PROFESSIONAL	HOURLY	DECEMBER 2010		CUMULATIVE	
	RATE	HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	-	\$ -	-	\$ -
Eric Bell	\$450	0.2	90.00	0.2	90.00
Elizabeth Kardos	\$425	2.5	1,062.50	2.5	1,062.50
Laurie Verry	\$225	5.5	1,237.50	5.5	1,237.50
Alicia Englund	\$80	-	-	-	-
		<u>8.2</u>	<u>\$ 2,390.00</u>	<u>8.2</u>	<u>\$ 2,390.00</u>

ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 8 - ASSET DISPOSITION

PROFESSIONAL	HOURLY	DECEMBER 2010		CUMULATIVE	
	RATE	HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	-	\$ -	-	\$ -
Eric Bell	\$450	-	-	-	-
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		-	\$ -	-	\$ -

ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 9 - LITIGATION

PROFESSIONAL	HOURLY RATE	DECEMBER 2010		CUMULATIVE	
		HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	-	\$ -	-	\$ -
Eric Bell	\$450	-	-	-	-
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		-	\$ -	-	\$ -

ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 10 - DIP BUDGET REPORTING

PROFESSIONAL	HOURLY RATE	DECEMBER 2010		CUMULATIVE	
		HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	-	\$ -	-	\$ -
Eric Bell	\$450	0.3	135.00	0.3	135.00
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		<u>0.3</u>	<u>\$ 135.00</u>	<u>0.3</u>	<u>\$ 135.00</u>

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010**

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 11 - SECURED LENDER NEGOTIATIONS

PROFESSIONAL	HOURLY	DECEMBER 2010		CUMULATIVE	
	RATE	HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	-	\$ -	-	\$ -
Eric Bell	\$450	-	-	-	-
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		-	\$ -	-	\$ -

ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 12 - COMMUNICATIONS MATTERS

PROFESSIONAL	HOURLY RATE	DECEMBER 2010		CUMULATIVE	
		HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	-	\$ -	-	\$ -
Eric Bell	\$450	-	-	-	-
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		-	\$ -	-	\$ -

ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
SUMMARY OF HOURS AND FEES BY MATTER CATEGORY
FOR THE PERIOD FROM DECEMBER 10, 2010 THROUGH DECEMBER 31, 2010

DEBTOR - INSIGHT HEALTH SERVICE HOLDING CORP

CATEGORY 13 - NON WORKING TRAVEL TIME

PROFESSIONAL	HOURLY	DECEMBER 2010		CUMULATIVE	
	RATE	HOURS	FEES	HOURS	FEES
Timothy Hughes	\$675	-	\$ -	-	\$ -
Eric Bell	\$450	-	-	-	-
Elizabeth Kardos	\$425	-	-	-	-
Laurie Verry	\$225	-	-	-	-
Alicia Englund	\$80	-	-	-	-
		-	\$ -	-	\$ -

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

NAME **TIMOTHY HUGHES**
TITLE **SENIOR DIRECTOR**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/13/10	IHSHC	4	E-mail communications with K&E re: IHSHC short-term cash requirements	0.8
12/13/10	IHSHC	4	Phone call with E. Bell re: IHSHC short-term cash requirements	0.4
12/13/10	IHSHC	4	Follow-up on IHSHC short-term cash requirements	0.3
12/13/10	IHSHC	4	Phone call with D. Walker re: bank account information availability	0.3
12/13/10	IHSHC	4	Follow-up research on bank account information availability	0.7
12/13/10	IHSHC	4	Phone call with K&E re: First Day hearings	0.3
12/13/10	IHSHC	4	Phone call with management re: vendor issues	0.6
12/13/10	IHSHC	4	Phone call with K&E re: vendor issues	0.6
				4.0
12/14/10	IHSHC	1	Prepare for First Day Hearings	2.1
12/14/10	IHSHC	1	Attend First Day Hearing	2.6

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

NAME **TIMOTHY HUGHES**
TITLE **SENIOR DIRECTOR**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/14/10	IHSHC	1	Phone call with E. Bell re: reporting requirements	0.8
12/14/10	IHSHC	1	E-mail communications with K&E re: reporting requirements	0.9
12/14/10	IHSHC	3	Develop / review work plan for bankruptcy period	2.6
				9.0
12/15/10	IHSHC	2	Prepare for status conference call with BMC Group	1.3
12/15/10	IHSHC	2	Status conference call with BMC Group	1.4
12/15/10	IHSHC	2	Review bankruptcy work plan presentation	1.2
12/15/10	IHSHC	2	Prepare for management update meeting	1.8
12/15/10	IHSHC	2	Participate in management update meeting	1.1
12/15/10	IHSHC	2	Follow-up on issues re: management update meeting	1.2
12/15/10	IHSHC	2	E-mail communications with K&E re: reporting requirements	0.7

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

NAME **TIMOTHY HUGHES**
TITLE **SENIOR DIRECTOR**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/15/10	IHSHC	2	Follow-up on reporting requirements	0.8
				9.5
12/16/10	IHSHC	1	Preparation for phone call with K&E re: MOR requirements	0.7
12/16/10	IHSHC	1	Phone call with K&E re: MOR requirements	1.3
12/16/10	IHSHC	4	Meeting with J. Lin re: cash requirements	1.2
12/16/10	IHSHC	1	Meeting with K. Kelson re: MORs	0.4
12/16/10	IHSHC	3	E-mail communications with K&E re: interim relief for all trade	0.3
12/16/10	IHSHC	3	Discussions with IHSHC management re: need for interim all trade relief	1.2
12/16/10	IHSHC	1	Review MOR reporting templates	2.4
				7.5

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

NAME **TIMOTHY HUGHES**
TITLE **SENIOR DIRECTOR**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/20/10	IHSHC	2	E-mail communications and follow-up with IHSHC management re: bankruptcy issues	0.4
12/20/10	IHSHC	2	Phone call with E. Bell re: bankruptcy questions and issues	0.6
				1.0
12/21/10	IHSHC	2	E-mail communications and follow-up with K&E re: bankruptcy issues	0.4
12/21/10	IHSHC	2	Phone call with E. Bell re: bankruptcy questions and issues	0.6
				1.0
12/22/10	IHSHC	2	E-mail communications and follow-up with IHSHC management re: bankruptcy issues	0.4
12/22/10	IHSHC	2	Phone call with E. Bell re: bankruptcy questions and issues	0.6
				1.0

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

NAME **TIMOTHY HUGHES**
TITLE **SENIOR DIRECTOR**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/27/10	IHSHC	2	Email communications and follow-up with K&E re: bankruptcy issues	0.4
12/27/10	IHSHC	2	Phone call with E. Bell re: bankruptcy questions and issues	0.6
12/27/10	IHSHC	2	E-mail communications with IHSHC management re: vendor issues	0.5
				1.5
12/28/10	IHSHC	2	E-mail communications and follow-up with K&E re: bankruptcy issues	0.4
12/28/10	IHSHC	2	Phone call with E. Bell re: bankruptcy questions and issues	0.6
12/28/10	IHSHC	2	E-mail communications with IHSHC management re: vendor issues	0.5
				1.5
12/29/10	IHSHC	2	E-mail communications and follow-up with K&E re: bankruptcy issues	0.4
12/29/10	IHSHC	2	Phone call with E. Bell re: bankruptcy questions and issues	0.6

ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010

NAME **TIMOTHY HUGHES**
TITLE **SENIOR DIRECTOR**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/29/10	IHSHC	2	E-mail communications with IHSHC management re: vendor issues	0.5
				1.5
			TOTAL HOURS	37.5

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

**NAME ERIK BELL
TITLE MANAGER**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/13/10	IHSHC	2	Preparation of payroll expense analysis and related e-mail correspondence with B. Weiland (K&E)	1.2
12/13/10	IHSHC	7	Correspondence with K. Maeda re: weekly management meeting and changes to schedule for holding such meetings post-petition	0.2
12/13/10	IHSHC	2	E-mail correspondence and telephonic follow-up with L. Thompson and B. Giordano (K&E) re: obtaining copy of fully executed AFCO premium financing insurance agreement	0.4
12/13/10	IHSHC	2	E-mail correspondence with management and B. Weiland (K&E) re: protocol for communication between IHSHC and BofA re: operating cash accounts	0.9
12/13/10	IHSHC	2	E-mail correspondence with management re: IHSHC management services agreements for non joint venture entities	0.5
12/13/10	IHSHC	2	E-mail correspondence with management re: IHSHC ability to pay pre-petition taxes in light of the first day motions	0.3
12/13/10	IHSHC	2	E-mail correspondence with N. Walther (K&E) and management re: potential pre-petition utility payables related to recently acquired Roanoke, VA location	0.3
12/13/10	IHSHC	1	E-mail correspondence with B. Giordano (K&E) to obtain PDF copies of finalized version of first day motion filed with Court and subsequent review of finalized documents	1.2
				5.0
12/14/10	IHSHC	1	E-mail correspondence with B. Giordano (K&E) to obtain PDF copies of finalized version of first day motion filed with Court and subsequent review of finalized documents	1.8
12/14/10	IHSHC	4	Phone call with T. Hughes re: IHSHC short-term cash needs	0.4

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

**NAME ERIK BELL
TITLE MANAGER**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/14/10	IHSHC	2	Phone call with T. Hughes re: US Trustee reporting requirements for MOR	0.8
12/14/10	IHSHC	2	Develop work plan for bankruptcy period	3.5
12/14/10	IHSHC	2	Electronic distribution of filed first day motions with various members of the management team	0.3
12/14/10	IHSHC	10	E-mail correspondence with C. Verasco and J. Reyes (Jefferies) re: weekly budget-to-actual variance analysis required for DIP reporting	0.3
12/14/10	IHSHC	2	E-mail correspondence with V. Bakhshian (BMC Group) re: First-day noticing	0.3
12/14/10	IHSHC	2	E-mail correspondence and follow-up discussion with T. Hughes re: submission deadline for MOR reporting	0.2
12/14/10	IHSHC	2	E-mail correspondence and follow-up discussion with B. Giordano (K&E) re: issues relating to two IHSHC fuel card vendors	0.4
				8.0
12/15/10	IHSHC	2	E-mail correspondence with D. Walker re: interim orders filed with Court and the repercussions of these filings	0.3
12/15/10	IHSHC	2	Preparation for status conference call with BMC Group	1.3
12/15/10	IHSHC	2	Status conference call with BMC Group	1.4

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

**NAME ERIK BELL
TITLE MANAGER**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/15/10	IHSHC	2	Prepare bankruptcy work plan presentation for management	1.2
12/15/10	IHSHC	2	Prepare for management update meeting	1.8
12/15/10	IHSHC	2	Participate in management update meeting	1.1
12/15/10	IHSHC	2	Follow-up on issues re: management update meeting	0.9
				8.0
12/16/10	IHSHC	2	Telephonic meeting with T. Hughes and B. Weiland (K&E) re: format of Monthly Operating Report to be filed with US Trustee	0.9
12/16/10	IHSHC	2	E-mail correspondence with D. Wight re: cash receipts schedule to be included in MOR	0.2
12/16/10	IHSHC	2	E-mail correspondence with D. Wight re: NSF check from an IHSHC vendors	0.2
12/16/10	IHSHC	2	E-mail correspondence and follow-up discussion with P. O'Neill re: procedural matters relating to reissuance of checks for pre-petition debts	0.3
12/16/10	IHSHC	2	E-mail correspondence with KS & Co. (tax advisor) and K&E re: obtaining and distributing IHSHC FY 2008 and FY 2009 Federal tax returns	0.3
12/16/10	IHSHC	2	Meeting with T. Bohn re: deferral of severance payments until final wages order is entered and review and comments provided on draft letter to severance recipients relating to deferral of payments	1.4

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

**NAME ERIK BELL
TITLE MANAGER**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/16/10	IHSHC	2	Email correspondence with S. Ordaz (BMC Group) re: determination of whether IHSHC customers were notified of bankruptcy filing	0.2
12/16/10	IHSHC	2	Electronic distribution and related follow-up e-mail correspondence of de minimus asset sale motion with S. McKee, C. Nielsen, B. Marshall, B. O'Rourke and K. Kelson	0.4
12/16/10	IHSHC	2	E-mail correspondence and follow-up phone conversations with K. Kelson and E. Kang re: complaints and concerns expressed by a IHSHC vendor and determination of process to address concerns	0.4
12/16/10	IHSHC	1	Telephonic meeting with M. Kokontis (K&E) re: operating guidelines and reporting requirements with US Trustee in Southern District of New York	0.7
12/16/10	IHSHC	1	E-mail correspondence, phone calls and meetings with management re: acquisition of various financial documents required for filing with US Trustee	1.5
				6.5
12/17/10	IHSHC	2	Review MOR reporting template retrieved from the Southern District of New York website	2.2
12/17/10	IHSHC	2	Email correspondence, phone calls and meetings with management re: acquisition of various financial documents required for filing with US Trustee	1.5
12/17/10	IHSHC	2	Review various versions of MORs previously filed with the Southern District of New York on prior cases	2.8
				6.5

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
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**NAME ERIK BELL
TITLE MANAGER**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/20/10	IHSHC	2	Phone call with B. Weiland and M. Kokontis (K&E) re: additional documents requested by US Trustee	1.1
12/20/10	IHSHC	2	Phone calls, electronic requests and meetings with management re: documentation requested by US Trustee	1.7
12/20/10	IHSHC	2	E-mail correspondence with management, B. Weiland (K&E) and T. Hughes re: process for handling checks that were not honored by the bank	0.7
12/20/10	IHSHC	2	E-mail correspondence with management re: de minimis assets sales and IHSHC ability to effectuate such transactions between petition date and the date the final orders are entered	0.8
12/20/10	IHSHC	2	E-mail correspondence and phone discussions with E. Kang re: obtaining copies of IHSHC software licenses for submittal to US Trustee	0.9
12/20/10	IHSHC	2	E-mail correspondence with J. Jensen re: vendor issues relating to reclaiming of inventoried supplies	0.4
12/20/10	IHSHC	2	E-mail correspondence and phone discussions with M. Kokontis (K&E) re: follow-up on additional US Trustee document requests	1.4
				7.0
12/21/10	IHSHC	2	Email correspondence with Megan Kokontis (K&E) to follow-up on additional US Trustee document requests.	1.6
12/21/10	IHSHC	2	Phone calls, electronic requests and meetings with management re: US Trustee documentation requests	2.7
12/21/10	IHSHC	2	E-mail correspondence with B. Weiland (K&E) re: de minimus asset sales and necessary noticing required to the bank given collateral ramifications	0.4

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

**NAME ERIK BELL
TITLE MANAGER**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/21/10	IHSHC	2	E-mail correspondence with B. Weiland and N. Walther (K&E) re: objection from utility provider	0.4
12/21/10	IHSHC	2	E-mail correspondence with K. Kelson and J. Jensen re: issues with credit card vendor and potential repercussions	0.3
12/21/10	IHSHC	2	E-mail correspondence with T. Hughes and E. Kardos re: comments received by US Trustee relating to ZC retention application	0.4
12/21/10	IHSHC	2	E-mail correspondence with T. Hughes re: reclamation demand for goods sold to IHSHC	0.2
				6.0
12/22/10	IHSHC	2	E-mail correspondence with K. Kelson re: providing certain vendors and landlords with proof of IHSHC Chapter 11 bankruptcy filing	0.2
12/22/10	IHSHC	2	E-mail correspondence and telephonic meetings with B. Weiland and N. Walther (K&E) re: various objections and correspondence received from utility providers	1.9
12/22/10	IHSHC	2	E-mail correspondence and telephonic discussions with E. Kang re: obtaining copies of IHSHC software licenses for submittal to US Trustee	1.5
12/22/10	IHSHC	2	E-mail correspondence with M. Kokontis (K&E) re: follow-up on additional US Trustee document requests	0.4
				4.0

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

**NAME ERIK BELL
TITLE MANAGER**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/27/10	IHSHC	1	Modification of MOR reporting template to be used by IHSHC management team for reporting purposes based on input from K&E and US Trustee	3.9
12/27/10	IHSHC	2	E-mail correspondence and telephonic meetings with N. Walther (K&E) re: set-up and funding of utility adequate assurance account	0.5
12/27/10	IHSHC	2	Meeting with D. Walker re: post-filing workplan document	1.2
12/27/10	IHSHC	2	Discussions with B. Weiland (K&E) re: IHSHC need for interim relief to pay any problematic trade vendors	0.4
12/27/10	IHSHC	2	Discussions with P. O'Neill re: IHSHC need for interim relief to pay any problematic trade vendors	0.7
12/27/10	IHSHC	2	E-mail correspondence and telephonic meetings with N. Walther (K&E) re: taxes due to trade vendor	0.3
				7.0
12/28/10	IHSHC	2	E-mail correspondence with S. Ordaz (BMC Group) and management re: noticing to vendor who needed clarification on their relationship with the Debtor group and reason for noticing	0.4
12/28/10	IHSHC	2	Strategic discussions with management re: vendors requiring further communication in light of constraints on IHSHC ability to continue using the respective vendor services / products	0.6
12/28/10	IHSHC	2	Modification of MOR reporting template to be used by IHSHC management team	2.2
12/28/10	IHSHC	1	Discussions relating to MOR content with Management and follow-up thoughts re: process to efficiently aggregate the requested data	1.1

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

**NAME ERIK BELL
TITLE MANAGER**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/28/10	IHSHC	2	E-mail correspondence and telephonic meetings with management re: set-up and funding of utility adequate assurance account	0.3
12/28/10	IHSHC	2	E-mail correspondence with N. Walther (K&E) re: utility vendor objection	0.3
12/28/10	IHSHC	2	E-mail correspondence with L. Thompson and B. Giordano re: final insurance motion	0.4
12/28/10	IHSHC	2	Preparation for and participation in phone call with American Express re: request for Letter of Credit	0.7
				6.0
			TOTAL HOURS	64.0

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

NAME ELIZABETH KARDOS
TITLE GENERAL COUNSEL AND MANAGING DIRECTOR

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/20/10	IHSHC	7	Reviewed revised proposed draft order re: ZC's retention per US Trustee requests and emails relating to same	0.5
12/20/10	IHSHC	7	Reviewed revised proposed draft order re: ZC's retention per US Trustee requests and emails relating to same	0.5
				1.0
12/23/10	IHSHC	7	Reviewed revised proposed draft order re: ZC's retention per US Trustee requests and emails relating to same	0.3
				0.3
12/24/10	IHSHC	7	Drafted emails re: US Trustee request relating to ZC's retention order	0.1
				0.1
12/26/10	IHSHC	7	Drafted emails re: US Trustee requests relating to ZC's retention order	0.1
				0.1

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

NAME **ELIZABETH KARDOS**
TITLE **GENERAL COUNSEL AND MANAGING DIRECTOR**

<u>DATE</u>	<u>DEBTOR</u>	<u>MATTER CODE</u>	<u>DESCRIPTION</u>	<u>HOURS INCURRED</u>
12/27/10	IHSHC	7	Reviewed orders from prior cases in SDNY	0.5
				<hr/> 0.5
				<hr/>
12/28/10	IHSHC	7	Reviewed revised order from counsel and emails relating to same	0.5
				<hr/> 0.5
				<hr/>
				<hr/>
			TOTAL HOURS	<u><u>2.5</u></u>

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

**NAME LAURIE VERRY
TITLE PARA - PROFESSIONAL**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/15/10	IHSHC	7	Set up account in billing system and accessed Pacer for hearing information	0.5
				0.5
12/21/10	IHSHC	7	Revisions to proposed draft order re: ZC's retention per US Trustee requests and emails relating to same	1.0
				1.0
12/23/10	IHSHC	7	Revisions to proposed draft order re: ZC's retention per US Trustee requests and emails relating to same	1.2
				1.2
12/27/10	IHSHC	7	Reviewed orders from prior case in SDNY, made revisions to proposed draft order and emails relating to same	1.3
				1.3

**ZOLFO COOPER, LLC
INSIGHT HEALTH SERVICE HOLDING CORP
TIME ENTRIES - DECEMBER 2010**

NAME **LAURIE VERRY**
TITLE **PARA - PROFESSIONAL**

DATE	DEBTOR	MATTER CODE	DESCRIPTION	HOURS INCURRED
12/28/10	IHSHC	7	Revisions to proposed draft order re: ZC's retention per US Trustee requests and emails relating to same	1.5
				1.5
TOTAL HOURS				5.5