

**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 JEFFERIES & COMPANY, INC. FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS INVESTMENT
BANKERS AND FINANCIAL ADVISORS FOR THE DEBTORS AND DEBTORS IN
POSSESSION FOR THE PERIOD FROM
JANUARY 1, 2011 THROUGH JANUARY 31, 2011**

Name of Applicant: **Jefferies & Company, Inc. (“Jefferies”)**

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
Jefferies & Company, Inc., *nunc pro tunc*
to December 10, 2010

Period for which compensation
and reimbursement is sought: January 1, 2011 through January 31, 2011

Amount of Compensation sought as actual,
reasonable and necessary: \$150,000.00

Amount of Expense Reimbursement sought as
actual, reasonable and necessary: \$2,195.27

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.

This is Jefferies & Company, Inc.'s ("Jefferies") second monthly fee statement for compensation and reimbursement of expenses (the "Fee Statement") as investment bankers and financial advisors to the InSight Health Services Holdings Corp. (the "Debtor"), for the period from January 1, 2011 through and including January 31, 2011.

This Application is filed pursuant to the Order Authorizing the Establishment of Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, dated January 4, 2011 (the "Interim Compensation Order"). By this Application, which covers the period from January 1, 2011 through and including January 31, 2011, Jefferies requests compensation for fees of \$150,000.00, subject to the 20% holdback required by the Interim Compensation Order, and reimbursement of expenses totaling \$2,195.27.

Notice

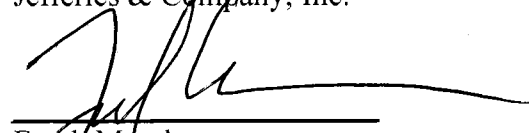
Jefferies has provided notice of this Fee Statement to: (a) the Debtors, InSight Health Services Holdings Corp., 26250 Enterprise Court, Suite 100, Lake Forest, California, 92630, Attn.: Keith S. Kelson; (b) counsel to the Debtors, Kirkland & Ellis LLP, 300 North LaSalle Street, Chicago, Illinois 60654, Attn.: Ryan Blaine Bennett and Paul Wierbicki; (c) counsel to the agent for the Debtors' prepetition secured revolving loan and proposed postpetition secured lenders, Hahn & Hessen LLP, 488 Madison Avenue, New York, New York 10022, Attn.: Joshua I. Divack and Parker, Hudson, Rainer & Dobbs LLP, 285 Peachtree Center Ave. NE, Atlanta, Georgia 30303, Attn.: C. Edward Dobbs and Seth A. Finck; (d) the indenture trustee for the Debtors' prepetition floating rate notes, U.S. Bank, N.A., 100 Wall Street, New York, New York 10005; (e) counsel to the ad hoc group of certain holders of the Debtors' prepetition floating rate notes, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive Suite 3200, Chicago, Illinois 60606, Attn.: Chris L. Dickerson and Matthew M. Murphy; (f) the Office of the United States Trustee, Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn.: Serene Nakano. No committee has been appointed in these chapter 11 cases. In light of the nature of the relief requested, the Debtors respectfully submit that no further notice is necessary.

WHEREFORE, pursuant to the Interim Compensation Order, Jefferies requests:

(a) payment of compensation in the amount of \$120,000.00 (80 percent of \$150,000.00 of fees on account of reasonable and necessary professional services rendered to the Debtors by Jefferies); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$2,195.27. Jefferies has previously received 100% of the monthly fees requested herein.

Dated: February 15, 2011

Jefferies & Company, Inc.

A handwritten signature in black ink, appearing to read 'Frank Merola', written over a horizontal line.

Frank Merola

Managing Director

Jefferies & Company, Inc.

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