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Counsel to the Debtors and Debtors in Possession

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

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

**FEE STATEMENT OF KIRKLAND & ELLIS LLP FOR COMPENSATION  
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS FOR THE  
DEBTORS AND DEBTORS IN POSSESSION FOR THE PERIOD  
FROM JANUARY 1, 2011 THROUGH JANUARY 28, 2011**

<sup>1</sup> 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:**

**Kirkland & Ellis LLP (“K&E”)**

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  
Kirkland & Ellis LLP, *nunc pro tunc* to  
December 10, 2010

Period for which compensation  
and reimbursement is sought:

January 1, 2011 through January 28, 2011

Amount of Compensation sought as actual,  
reasonable and necessary:

\$721,091.00

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

\$31,602.29

This statement is the second monthly fee statement (the “Fee Statement”) of Kirkland & Ellis LLP (“K&E”), counsel to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), filed pursuant to the *Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses for Professionals and Members of Official Committees* [Docket No. 96] (the “Interim Compensation Order”). K&E requests: (a) payment of compensation in the amount of \$576,872.80 (80 percent of \$721,091.00 of fees on account of reasonable and necessary professional services rendered to the Debtors by K&E); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$31,602.29 incurred by K&E during the period January 1, 2011 through January 28, 2011 (the “Fee Period”). Attached as Exhibit A hereto is the detailed itemization and description of the services that K&E rendered during the Fee Period.

Further, Exhibit A: (a) identifies the individuals that rendered services in each subject matter; (b) describes each activity or service that each individual performed; (c) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the

services; and (d) provides a summary of expenses by type, as well as a detailed itemization and description of the disbursements made by K&E on the Debtors' behalf during the Fee Period.

The K&E attorneys who rendered services in these chapter 11 cases during the Fee Period are:

Attorney	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ryan B. Bennett	Partner	2000	Restructuring	\$765.00	129.10	\$98,761.50
Brian Ford	Associate	2006	Corporate	\$585.00	3.60	\$2,106.00
Bradley T. Giordano	Associate	2009	Restructuring	\$475.00	108.60	\$51,585.00
Megan M. Kokontis	Associate	2010	Restructuring	\$410.00	136.70	\$56,047.00
Eric F. Leon	Partner	1994	Litigation	\$825.00	18.60	\$15,345.00
Micah E. Marcus	Partner	1999	Litigation	\$620.00	78.60	\$48,732.00
Mehgan S. Peetz	Associate	2008	Corporate	\$485.00	1.00	\$485.00
Edward O. Sassower	Partner	2000	Restructuring	\$895.00	10.30	\$9,218.50
Maureen E. Sweeney, P.C.	Partner	1996	Corporate	\$785.00	10.20	\$8,007.00
Wilson Tsu	Associate	2008	Restructuring	\$540.00	165.20	\$89,208.00
H. Kurt von Moltke, P.C.	Partner	1986	Corporate	\$965.00	36.80	\$35,512.00
Neil E. Walther	Associate	2010	Restructuring	\$410.00	141.80	\$58,138.00
Brad Weiland	Associate	2008	Restructuring	\$540.00	159.20	\$85,968.00
Paul Wierbicki	Associate	2005	Restructuring	\$675.00	141.90	\$95,782.50
Wayne E. Williams	Associate	2006	Corporate	\$585.00	41.40	\$24,219.00
<b>Totals for Attorneys</b>					<b>1,183.00</b>	<b>\$679,114.50</b>

The paraprofessionals of K&E who rendered professional services in these chapter 11 cases during the Fee Period are:

Paraprofessional	Position with the Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Andrew Briak	Case Assistant	Restructuring	\$165.00	20.90	\$3,448.50
Beth Friedman	Legal Assistant	Restructuring	\$305.00	2.10	\$640.50
Ellen J. Kratofil	Conflicts Specialist	Administrative Services	\$243.57	0.70	\$170.50
Gayle M. Lodygowski	Case Assistant	Intellectual Property	\$160.00	20.00	\$3,200.00
Maureen McCarthy	Legal Assistant	Restructuring	\$260.00	119.20	\$30,992.00
Emily S. O'Connor	Project Assistant	Restructuring	\$170.00	9.40	\$1,598.00
Library Research	Research Specialist	Administrative Services	\$235.00	8.20	\$1,927.00
<b>Totals for Paraprofessionals</b>				<b>180.50</b>	<b>\$41,976.50</b>

**Compensation by Matter**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
7	Adversary Proceedings and Contested Matter	312.50	\$179,795.50
8	Asset Sale	63.90	\$29,115.00
11	Business Operations	25.60	\$13,744.50
12	Case Administration	9.30	\$3,634.50
13	Cash, Collateral/DIP Financing	29.50	\$20,571.50
14	Claims Administration and Objections	7.90	\$3,239.00
15	Corporate and Securities Matters	120.90	\$84,896.50
16	Creditors Communications	10.60	\$5,054.00
19	Hearings	183.80	\$76,683.50
20	K&E Fee Applications and Monthly Statement	19.70	\$7,409.50
21	Leases, Contracts, Assumption and Rejection	37.90	\$18,272.50
22	Other Fee Applications	3.00	\$997.00
23	Plan and Disclosure Statement	452.50	\$234,191.00
25	Tax Issues	11.50	\$5,670.50
26	Travel	69.80	\$35,313.50
27	U.S. Trustee	3.60	\$1,888.00
28	Utilities	1.50	\$615.00
<b>Totals</b>		<b>1,363.50</b>	<b>\$721,091.00</b>

## Expense Summary

<b>Expense Category</b>	<b>Amount</b>
Third Party Telephone Charges	\$130.44
Standard Copies or Prints	\$1,579.65
Binding	\$31.50
Tabs/Indexes/Dividers	\$14.00
Scanned Images	\$115.35
Production Blowbacks	\$61.10
Standard Prints	\$7,756.95
Color Prints	\$627.00
Postage	\$18.30
Overnight Delivery	\$387.80
Outside Messenger Services	\$503.92
Local Transportation	\$838.09
Travel Expense	\$3,479.57
Airfare	\$7,213.18
Transportation to/from airport	\$3,106.03
Travel Meals	\$1,155.62
Other Travel Expenses	\$62.00
Court Reporter Fee/Deposition	\$259.95
Appearance Fees	\$30.00
Professional Fees	\$302.00
Working Meals/K&E Only	\$16.43
Computer Database Research	\$1,501.05
Overtime Transportation	\$443.61
Overtime Meals	\$192.30
Overtime Meals - Attorney	\$119.89
Secretarial Overtime	\$1,400.94
Word Processing Overtime	\$183.84
Overtime Meals - Legal Assistant	\$71.78
<b>Total</b>	<b>\$31,602.29</b>

## Notice

K&E 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 agent for the Debtors' prepetition secured revolving loan and 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; (c) the indenture trustee for the Debtors' prepetition floating rate notes, U.S. Bank, N.A., 100 Wall Street, New York, New York 10005; (d) 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; and (e) 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.

*[Remainder of page intentionally left blank.]*

WHEREFORE, pursuant to the Interim Compensation Order, K&E requests:  
(a) payment of compensation in the amount of \$576,872.80 (80 percent of \$721,091.00 of fees on account of reasonable and necessary professional services rendered to the Debtors by K&E);  
and (b) reimbursement of actual and necessary costs and expenses in the amount of \$31,602.29.

New York, New York  
Dated: February 18, 2011

/s/ Ryan Blaine Bennett

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