

**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

**ORDER GRANTING FINAL FEE APPLICATIONS OF PROFESSIONALS FOR
ALLOWANCE OF FINAL COMPENSATION, FOR SERVICES RENDERED AND
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES**

Upon consideration of the final fee applications (collectively, the “Final Fee Applications”) filed by the professionals (collectively, the “Professionals”) listed on Schedule A attached hereto and retained in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (this “Order”) allowing final compensation for professional services and reimbursement of actual and necessary expenses incurred by each Professional as set forth on Schedule A attached hereto; and the Court having considered the *Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases* adopted by the Court on November 25, 2009, effective as of December 4, 2009, the *United States Trustee Guidelines for Reviewing*

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.

Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996, and the *Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses for Professionals and Members of Official Committees* [Docket No. 96]; and the Court having jurisdiction to consider the Final Fee Applications and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that due and proper notice of the Final Fee Applications has been given; and the Court having reviewed the Final Fee Applications; and the Court having determined that the relief requested in the Final Fee Applications is in the best interests the Debtors, its estates and its creditors; and after due deliberation and good and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Final Fee Applications, as described on Schedule A attached hereto, are hereby granted on an final basis.

2. Compensation to the Professionals for professional services rendered during the time periods set forth in the Final Fee Applications is hereby allowed on a final basis in the amounts set forth on Schedule A attached hereto in the column entitled “Fees Awarded.”

3. Reimbursement to Professionals for expenses incurred during the time periods set forth in the Applications is hereby allowed on a final basis in the amounts set forth on Schedule A attached hereto in the column entitled “Expenses Awarded.”

4. The compensation and expenses hereby approved shall be allowed administrative expense claims in the amounts set forth on Schedule A attached hereto.

5. The Debtors are authorized and ordered to pay each Professional the fees and expenses set forth on Schedule A attached hereto in the columns entitled “Fees Awarded” and “Expenses Awarded,” which are aggregated in the column entitled “Total Amount Authorized to Pay,” less any amounts previously paid on account of such fees and expenses.

6. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

7. Notwithstanding the possible applicability of Rules 6004(h), 7062 or 9014 of the Federal Rules of Bankruptcy Procedure or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Dated: May 25, 2011

s/Arthur J. Gonzalez
Honorable Arthur J. Gonzalez
Chief United States Bankruptcy Judge

Schedule A

APPLICANT	DATE OF APPLICATION	APPLICATION PERIOD	FEES REQUESTED	FEES AWARDED	EXPENSES REQUESTED	EXPENSES AWARDED	TOTAL AMOUNT AUTHORIZED TO PAY
Jefferies & Company, Inc. (Investment Banker and Financial Advisor for the Debtors)	4/22/11 Dkt No. 235	12/10/10 – 3/23/11	\$3,057,258.06 ¹	\$3,057,258.06	\$16,188.75	\$16,188.75	\$3,073,446.81
Zolfo Cooper, LLC (Special Financial Advisors and Bankruptcy Consultants for the Debtors)	4/22/11 Dkt No. 236	12/11/10 – 1/28/11	\$139,697.50	\$139,697.50	\$5,861.70	\$5,861.70	\$145,559.20
Kirkland & Ellis LLP (Counsel for the Debtors)	4/22/11 Dkt No. 237	12/10/10 – 1/28/11	\$1,078,418.50	\$1,078,418.50	\$112,829.06	\$112,829.06	\$1,191,247.56

Date: 5/25/2011

Initials: **AJG** USBJ

¹ This amount includes a restructuring fee in the amount of \$2,544,354.84.