

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

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In re:	)	Chapter 11
	)	
INSIGHT HEALTH SERVICES	)	Case No. 10-16564 (___)
HOLDINGS CORP., <u>et al.</u> , <sup>1</sup>	)	
	)	
Debtors.	)	(Joint Administration Requested)

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**DECLARATION OF PROPOSED CLAIMS AND NOTICING AGENT REGARDING  
SOLICITATION AND TABULATION OF VOTES RECEIVED AS OF THE PETITION  
DATE IN CONNECTION WITH THE DEBTORS' PLAN OF REORGANIZATION**

I, Kevin A. Martin, declare as follows:

1. I am over eighteen years of age and not a party to the above-captioned cases. I am employed as a Director by BMC Group, Inc. ("BMC"), the proposed noticing and claims agent for the above-captioned debtors and debtors in possession (the "Debtors"). My business address is 444 N. Nash Street, El Segundo, California 90245.

2. BMC has worked with the Debtors to solicit votes to accept or reject the *Debtors' Prepackaged Joint Chapter 11 Plan of Reorganization* (the "Plan") and has worked and continues to work to tabulate the ballots of creditors voting to accept or reject the Plan.<sup>2</sup> Except

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<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.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan.

as otherwise noted, I could and would testify to the following based upon my personal knowledge. I am authorized to submit this declaration on behalf of BMC.

3. The Debtors established November 15, 2010, as the record date (the “Voting Record Date”) for determining which creditors and holders of interests were entitled to vote on the Plan. Pursuant to the Plan, Holders of Class 4 Senior Secured Notes Claims were entitled to vote to accept or reject the Plan. No other classes were entitled to vote on the Plan.

4. In accordance with the solicitation procedures set forth in the *Debtors’ Motion for Entry of an Order (A) Scheduling an Objection Deadline and Combined Hearing on Their Disclosure Statement and Plan Confirmation, (B) Approving Form and Notice of Confirmation Hearing, (C) Establishing Procedures for Objections to Their Plan and Disclosure Statement, (D) Approving Solicitation Procedures, (E) Waving the Requirement for Meetings of Creditors or Equity Holders and (F) Granting Related Relief*, filed contemporaneously herewith, BMC served the following solicitation package (the “Solicitation Package”) to the Holders of Class 4 Senior Secured Notes Claims via overnight delivery on December 10, 2010:

- (a) *Debtors’ Disclosure Statement for the Debtors’ Prepackaged Joint Chapter 11 Plan of Reorganization* and exhibits related thereto;
- (b) *Debtors’ Prepackaged Joint Chapter 11 Plan of Reorganization*;
- (c) Class 4 Senior Secured Notes Claims Beneficial Ballot (the “Class 4 Beneficial Ballot”); and, as applicable,
- (d) Class 4 Senior Secured Notes Claims Master Ballots (the “Class 4 Master Ballots”).

5. Additionally, at the direction of the Debtors, on December 10, 2010, BMC forwarded Solicitation Packages via email and overnight delivery to certain of the largest beneficial holders of Class 4 Senior Secured Notes Claims and counsel to certain beneficial holders of Class 4 Senior Secured Notes Claims, as identified by the Debtors and their advisors.

I understand that, prior to the commencement of solicitation, these parties had engaged in discussions with the Debtors regarding the Plan.

6. As of the petition date, BMC has received 5 votes to accept the Plan, representing \$221,862,000.00 in principal amount of the Class 4 Senior Secured Notes Claims, as set forth in the chart attached hereto as Exhibit A. BMC understands, based upon information provided by the Debtors and their advisors, that the votes received represent over two-thirds of the aggregate principal amount of the Class 4 Senior Secured Notes Claims.

7. After the proposed voting deadline (the “Voting Deadline”) and prior to the Confirmation Hearing, BMC will submit a full voting report and affidavit reflecting the tabulation results of all Class 4 Master Ballots and Class 4 Beneficial Ballots received as of the Voting Deadline.

8. All Ballots received by BMC are stored at BMC’s Chanhassen office located at 18750 Lake Drive East, Chanhassen, Minnesota 55317, and are available for inspection by the Court or any party in interest.

*[Remainder of Page Intentionally Left Blank]*

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: December 10, 2010

Respectfully submitted,

*/s/ Kevin A. Martin*

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Kevin A. Martin

Director, BMC Group, Inc.

**Exhibit A**

**Preliminary Voting Tabulation Chart**

**EXHIBIT A**

The below chart summarizes the results of ballots received, as of the Petition Date, voting to accept or reject the Debtor's Plan. As soon as reasonably practicable after the voting deadline and prior to the Confirmation Hearing, the Debtors will file a declaration of the voting agent certifying the results and methodology for the tabulation of ballots accepting or rejecting the Plan.

**BALLOT TABULATION REPORT**

**SUMMARY**

In Re: INSIGHT HEALTH SERVICES HOLDINGS CORP

Ballot Counts						Ballot Amounts								
Class	Accepted	Rejected	Total Counted	Total Excluded	Total Received	Accepted	Rejected	Total Counted	Total Excluded	Total Received				
4	5	100.00%	0	0.00%	5	0	5	\$221,862,000.00	100.00%	\$0.00	0.00%	\$221,862,000.00	\$0.00	\$221,862,000.00

Class	Description
4	Senior Secured Notes Claims