

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

Barbara Diane Muskin IRA
4517 Regents CT
Westlake Village, CA 91361

\$20,000.00





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Bernard Cron Trust
Bernard Cron Trustee
1257 Holmby Ave
Los Angeles, CA 90024



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CUSIP 74157AAA1 (the "Subordinated Debentures")

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**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

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Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

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1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$22,000.00

Carolyn R. Landaiche
Michael E. Landaiche
1175 Bayou Paul LN
St Gabriel, LA 70776





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
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**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
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The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

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PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$22,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$15,000.00

Charles W. Wagner and
Mrs. Barara A. Wagner
401 S State Street
W Harrison, IN 47060





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$15,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$35,000.00

Clarence Goldberg or
Laverne Goldberg
1231 SW 178 Way
Pembroke Pines, FL 33029





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$35,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$12,000.00

Clayton R. Heflin and
Patricia A. Heflin
136 W. Harrison Road
Sterling, VA 20164





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$12,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Dale S. Alexander and
Angela A Alexander
3760 North 156th Lane
Goodyear, AZ 85338





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Dennis Montgomery
Kathleen Montgomery
604 Fleming Road
Sarver, PA 16055





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$25,000.00

Donald R. Brock and
Kay C. Brock
111 Hampton Court
Northville, MI 48167





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$25,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

Frank Chianese and
Dolores Chianese
2775 Columbia Ave
Pittsburg, PA 15221





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan 	<input type="checkbox"/> to Reject the Plan 

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

James Scott Natale
3307 Concord Drive
Riverton, NJ 08077

\$50,000.00





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan 	<input type="checkbox"/> to Reject the Plan 

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$50,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$17,000.00

John C. Sonne
Suzanne M. Sonne
13910 Swantown Creek Rd
Galena, MD 21635





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$17,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

John Harold Stone JR
Box 127
Bassett, VA 24055

\$23,000.00





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$23,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Kristine M Hoak and
Gloria J. Ploskina
21503 Halstead Dr
Boca Raton, FL 33428





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan 	<input type="checkbox"/> to Reject the Plan 

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$21,000.00

Marlene Dale
18058 W Anne's Circle
Unit 204
Santa Clarita, CA 91387





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$21,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Michael R. Beauregard, IRA
UTA Charles Swab and Co Inc.
27 Duck Cove
South Windsor, CT 6074





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Mildred Riegelman Trustee
640 Davis St. #24
San Francisco, CA 94111





CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Mr. Ed Lee Miller and
Mrs. Elizabeth A Miller
3377 S El Dorado
Lakeway, TX 78734





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

Patricia A Pallon, IRA
1028 Clark Drive
Aiken, SC 29803

\$10,000.00





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan 	<input type="checkbox"/> to Reject the Plan 

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

Randall H. Knox III
240 Getchell Street
Santa Cruz, CA 95060

\$20,000.00





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

Raymond K. Ford, IRA
128 Andover Drive
Exton, PA 19341

\$10,000.00





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,000.00

Richard G. Barley and
Constance E. Barley
16015 Laconia Circle
Woodbridge, VA 22191





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$15,000.00

Robert Schwab and
Elizabeth Schwab
2003 Decatur Avenue
North Bellmore, NY 11710





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan 	<input type="checkbox"/> to Reject the Plan 

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$15,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

Sanford Leroy Smith
3868 Piney Mtn Road
Walnut Grove, NC 27052

\$10,000.00





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Stephen B. Fields
214 West Side Blvd
Unionville, CT 06085





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

PRIMEDEX HEALTH SYSTEMS, INC.

BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF
PRIMEDEX HEALTH SYSTEMS, INC.

William J. Cornwell
12323 Antille Dr
Boca Raton, FL 33428

\$10,000.00





CLASS 6: SUBORDINATED DEBENTURE CLAIMS
10% Series A Convertible Subordinated Debentures Due June 30, 2003
CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):			
<input type="checkbox"/> to Accept the Plan		<input type="checkbox"/> to Reject the Plan	

Name: _____

Social Security or Tax I.D. No.: _____

By: _____
(If Appropriate)

Telephone Number: _____

Title: _____
(If Appropriate)

Signature: _____

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

PART II - ITEMS ON THE BALLOT

Item 1. Description of Claim.

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

Item 2. Class 6 Vote.

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.

Item 3. Identify all Other Class 6 Claims Voted.

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

** If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

Item 4. Certifications.

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY

THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.

BALLOTS MUST BE RETURNED TO:

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION
1330 E. FRANKLIN AVE.
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION
ATTN: PRIMEDEX BALLOT TABULATION
PO BOX 1023
EL SEGUNDO, CA 90245-1023**

Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071

APPENDIX A

VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee: to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent, to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.

